THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to the action you should take, you should consult an independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) ("FSMA") if you are in the United Kingdom, or another appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom, without delay.

If you sell or have sold or have otherwise transferred all of your Existing Ordinary Shares, please send this document at once to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee except that such documents should not be sent to any jurisdiction where to do so might constitute a violation of local securities laws or regulations, including but not limited to the Excluded Territories. If you sell or have sold or otherwise transferred only part of your holding of Existing Ordinary Shares, you should retain any documents received and consult with the bank, stockbroker or other agent through whom the sale or transfer was effected as to the action you should take.

This document comprises (i) a circular prepared for the purposes of the NewRiver General Meeting convened pursuant to the Notice of General Meeting set out in Part 11 of this document in accordance with Chapter 10 of the UK Listing Rules of the Financial Conduct Authority (the "**FCA**") made pursuant to section 73A of FSMA (the "**UK Listing Rules**"); (ii) certain information in connection with a "significant transaction" as classified under, and in accordance with, the UK Listing Rules; and (iii) a prospectus (the "**Prospectus**") relating to NewRiver REIT plc (the "**Company**"), prepared in accordance with the Prospectus Regulation Rules of the FCA made pursuant to section 73A of FSMA.

This document has been approved by the FCA as competent authority under the UK Prospectus Regulation. The FCA only approves this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Such approval should not be considered as an endorsement of the issuer or the quality of the securities that are the subject of this Prospectus. Investors should make their own assessment as to the suitability of investing in the NewRiver Shares. This Prospectus has been drawn up as a simplified prospectus in accordance with Article 14 of the UK Prospectus Regulation.

NEWRIVER REIT PLC

(Incorporated in England and Wales with company number 10221027)

Proposed issue of up to 100,673,359 Consideration Shares in connection with the recommended offer by NewRiver REIT plc for the entire issued and to be issued ordinary share capital of Capital & Regional plc

Admission of the Consideration Shares to the Official List and to trading on the Main Market of the London Stock Exchange

and

Notice of General Meeting

Sole Sponsor and Joint Broker

Panmure Liberum Limited

PANMURE LIBERUM

Lead Financial Adviser and Joint Broker

Jefferies International Limited

Jefferies

Joint Financial Adviser

Kinmont

KINMONT

Joint Broker

Shore Capital Stockbrokers Limited

SHORE CAPITAL
CAPITAL MARKETS

Your attention is drawn to the letter from the Chair, which is set out in Part 1 (Letter from the Chair) on pages 45 to 63 of this document. You should read the entire document, and any documents incorporated by reference, but your attention is also drawn to the section of this document headed "Risk Factors" which sets out certain risks and other factors that should be considered by Shareholders when deciding on what action to take in relation to the Proposals.

The Existing Ordinary Shares are listed on the Equity Shares (Commercial Companies) category of the Official List of the FCA and admitted to trading on the London Stock Exchange's main market for listed securities. Applications will be made to the FCA and to the London Stock Exchange, respectively, for the Consideration Shares to be issued pursuant to the Acquisition to be admitted to the Equity Shares (Commercial Companies) category of the Official List of the FCA and to trading on the main market for listed securities of the London Stock Exchange ("**Admission**"). It is expected that Admission will become effective and that dealings on the London Stock Exchange in the Consideration Shares will commence at 8.00 a.m. (London time) on 11 December 2024.

No application is currently intended to be made for the Existing Ordinary Shares or the Consideration Shares to be admitted to listing or dealing on any other exchange, including the Johannesburg Stock Exchange. This document and the accompanying documents should not be treated as an offer or invitation to subscribe for any NewRiver Shares by or to any person resident or located in an Excluded Territory. Without derogating from the aforegoing, this document does not constitute, nor does it call attention to, an offer of securities to the public in South Africa as contemplated in the South African Companies Act.

Notice of the General Meeting, to be held at 10.15 a.m. on 13 November 2024 at the offices of Eversheds Sutherland (International) LLP, One Wood Street, London EC2V 7WS, is set out at the end of this document.

In line with the Company's sustainability commitment, hard copy forms of proxy for the General Meeting will not be issued in the post. Instead, NewRiver Shareholders may appoint a proxy online at www.signalshares.com. The Company requests that you submit your vote online via the shareholders' portal at www.signalshares.com. If NewRiver Shareholders have not done so already, they will need to register their account using their Investor Code, which can be found on their share certificate. Alternatively, you may request a paper form of proxy from the Company's Registrar, Link Group, and details of how to contact them are set out in the Notice of General Meeting. In order to vote online, NewRiver Shareholders will need to visit www.signalshares.com, search 'NewRiver REIT' and use their Investor Code to log in or register. Once logged in, simply click the 'Vote Online Now' button and follow the procedure as instructed. Alternatively, NewRiver Shareholders can vote via the LinkVote+ app.

For an electronic proxy appointment to be valid, the appointment must be received by the Company's registrars, Link Group, as soon as possible but in any event by no later than 10.15 a.m. on 11 November 2024 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a Business Day) before the time fixed for the adjourned meeting). Completion and return of an electronic proxy appointment will not preclude NewRiver Shareholders from attending and voting at the General Meeting should they so wish. To be effective, the proxy vote must be submitted so as to have been received by the Company's registrars not less than 48 hours (excluding any part of a day that is not a Business Day) before the time appointed for the meeting or any adjournment of it.

Shareholders who hold their NewRiver Shares in uncertificated form in CREST may alternatively use the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual as explained in the notes accompanying the Notice of General Meeting. Proxies submitted via CREST must be received by Link Group (ID RA10) by no later than 10.15 a.m. on 11 November 2024 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a Business Day) before the time fixed for the adjourned meeting). The appointment of a proxy using the CREST Proxy Voting Service will not preclude NewRiver Shareholders from attending and voting in person at the General Meeting should they so wish. If you are an institutional investor, you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io.

The Consideration Shares will be issued credited as fully paid and will rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions (if any) declared, paid or made by NewRiver by reference to a record date falling after the Effective Date.

The Company and each of the Directors, whose names appear on page 43 of this document, accept responsibility for the information contained in this document. To the best of the knowledge of the Company and the Directors, the information contained in this document is in accordance with the facts and this document makes no omission likely to affect its import.

Panmure Liberum Limited ("**Panmure Liberum**"), Jefferies International Limited ("**Jefferies**"), Shore Capital Stockbrokers Limited ("**Shore Capital**", and together with Panmure Liberum and Jefferies, the "**Joint Brokers**") are authorised and regulated by the FCA in the United Kingdom. Panmure Liberum is acting as sole sponsor, Jefferies is acting as lead financial adviser, and the Joint Brokers are each acting as joint broker exclusively for NewRiver and no-one else in connection with the Proposals, and will not regard any other person (whether or not a recipient of this document) as their client in relation to the Proposals, and will not be responsible for providing the protections afforded to their clients, nor for giving advice in relation to the Proposals, or any arrangement referred to in, or information contained in, this document.

Apart from the responsibilities and liabilities, if any, which may be imposed on the Joint Brokers by the FCA, FSMA or the regulatory regime established thereunder, the Joint Brokers do not accept any responsibility whatsoever or make any representation or warranty, express or implied, concerning the contents of this document including its accuracy, completeness or verification or concerning any other statement made or purported to be made by any of them, or on behalf of them, in connection with NewRiver, the NewRiver Group, the Consideration Shares, the Acquisition and/or Admission. Nothing in this document is or shall be relied upon as a promise or representation in this respect, whether as to the past or future. Subject to applicable law, the Joint Brokers disclaim all and any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise (save as referred to above)) which they might otherwise have in respect of this document or any statement purported to be made by them, or on their behalf, in connection with NewRiver, the NewRiver Group, or the arrangements described in this document.

Kinmont Limited ("**Kinmont**"), which is authorised and regulated by the FCA in the United Kingdom, is acting exclusively for NewRiver as financial adviser in connection with the Proposals and will not be responsible to anyone other than NewRiver for providing the protections afforded to clients of Kinmont or for providing advice in relation to the matters described in this document. Subject to the responsibilities and liabilities, if any, which may be imposed on Kinmont by the FCA, FSMA or the regulatory regime established thereunder, no representation or warranty, express or implied, is made by Kinmont or any of its representatives as to any of the contents of this document, including its accuracy, completeness or verification, or concerning any other document or statement made or purported to be made by it, or on its behalf, in connection with NewRiver, the NewRiver Group or the Acquisition, and nothing in this document is, or shall be relied upon as, a promise or representation in this respect, whether as to the past or future. No liability whatsoever is accepted by Kinmont or any of its representatives for the accuracy of any information or opinions contained in this document or for the omission of any material information, for which the NewRiver Board and NewRiver are solely responsible.

NOTICE TO OVERSEAS SHAREHOLDERS

The release, publication or distribution of this document in jurisdictions other than the United Kingdom may be restricted by laws and/or regulations of those jurisdictions. Persons who are not resident in the United Kingdom or who are subject to other jurisdictions should inform themselves of, and should observe, any applicable requirements. Any failure to comply with these requirements may constitute a violation of the securities laws of any such jurisdiction.

Unless otherwise determined by the Company or required by the Takeover Code, and permitted by applicable law and regulation, documentation relating to the Acquisition shall not be made available, directly or indirectly, in, into or from an Excluded Territory where to do so would violate the laws of that jurisdiction and no person may vote in favour of the Resolutions by any use, means, instrumentality or form within an Excluded Territory or any other jurisdiction if to do so would constitute a violation of the laws of that jurisdiction. Accordingly, copies of this document and any accompanying documents are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from any Excluded Territory and persons with access to this document and any documents relating to the Acquisition (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in, into or from any Excluded Territory.

The availability of Consideration Shares under the Acquisition to Capital & Regional Shareholders, who are not resident in the UK may be affected by the laws of the relevant jurisdictions in which they are resident. This document has been prepared for the purpose of complying with English law and applicable regulations and the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws of jurisdictions outside of England. Overseas Shareholders should inform themselves about and should observe any applicable legal or regulatory requirements and, in case of doubt, should consult their own legal and tax advisers with respect to the legal and tax consequences of the Acquisition, as applicable, in their particular circumstances. It is the responsibility of all Overseas Shareholders to satisfy themselves as to the full compliance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required, or the compliance with other necessary formalities which are required to be observed and the payment of any issue, transfer or other taxes due in such jurisdiction.

This document does not constitute an offer to sell or issue or the solicitation of an offer to buy, acquire or subscribe for shares in the capital of NewRiver in any Excluded Territory or to any person to whom it is unlawful to make such offer or solicitation. None of the securities referred to in this document shall be sold, issued or transferred in any jurisdiction in contravention of applicable law and/or regulation.

It is the responsibility of each person into whose possession this document comes to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdiction in connection with the distribution of this document and the receipt of the Consideration Shares and to obtain any governmental, exchange control or other consents which may be required, comply with other formalities which are required to be observed and pay any issue, transfer or other taxes due in such jurisdiction. To the fullest extent permitted by applicable law, the Company, the Directors and Panmure Liberum, Jefferies, Kinmont and Shore Capital, and all other persons involved in the Proposals, disclaim any responsibility or liability for the failure to satisfy any such laws, regulations or requirements by any person.

NOTICE TO CAPITAL & REGIONAL SHAREHOLDERS IN THE UNITED STATES

The Acquisition relates to the shares of an English company and is being made by means of a scheme of arrangement provided for under English company law. A transaction effected by means of a scheme of arrangement is not subject to the tender offer rules or the proxy solicitation rules under the US Exchange Act. Accordingly, the Acquisition is subject to the disclosure and procedural requirements and practices applicable in the United Kingdom to schemes of arrangement, which differ from the disclosure requirements of United States tender offer and proxy solicitation rules.

The financial information included in this document (or, if the Acquisition is implemented by way of a Takeover Offer, the Offer Document) has been or will have been prepared in accordance with International Financial Reporting Standards and thus may not be comparable to the financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States.

The Consideration Shares are expected to be issued in reliance upon the exemption from the registration requirements of the US Securities Act provided by Section 3(a)(10) thereof.

NOTICE TO CAPITAL & REGIONAL SHAREHOLDERS WHO HOLD THEIR CAPITAL & REGIONAL SHARES ON THE SOUTH AFRICAN BRANCH REGISTER

For those Capital & Regional Shareholders who hold their Capital & Regional Shares on the South African Register, it is anticipated that, as a consequence of certain South African regulatory requirements which make it unduly onerous for NewRiver to allot and issue the Consideration Shares to which they would otherwise be entitled pursuant to the terms of the Acquisition, such Capital & Regional Shareholders will not receive such Consideration Shares and will instead receive a cash sum in South African Rand, further details of which are set out in the Scheme Document.

Since Capital & Regional Shareholders who hold their Capital & Regional Shares on the South African Register will not become entitled to receive any Consideration Shares, no offer to the public of securities as contemplated in the South African Companies Act is being made in terms of this document and this document does not constitute a prospectus as contemplated in the South African Companies Act. Moreover, this document should not be construed as express or implied advice in relation to, or a recommendation, guide or proposal that the scheme is appropriate to the particular investment objectives, financial situations or needs of any NewRiver Shareholder and nothing in this document should be construed as constituting the canvassing for, or marketing or advertising of, financial services in South Africa and nothing in this document should be viewed or construed as “advice” as that term is used in the South African Financial Markets Act.

Dated: 21 October 2024

Table of contents

Summary

1.	Introduction
a.	**Name and ISIN of securities**
	The ISIN of the ordinary shares of NewRiver REIT Plc (the "**NewRiver Shares**") is GB00BD7XPJ64. The SEDOL of the NewRiver Shares is BD7XPJ6. The ticker for the NewRiver Shares is NRR.
b.	**Identity and contact details of the issuer**
	Name: NewRiver REIT plc (incorporated in England and Wales with registered number 10221027) ("**NewRiver**" or the "**Company**" and, together with its subsidiary and group undertakings, the "**NewRiver Group**") Registered Office: 89 Whitfield Street, London, W1T 4DE Tel: +44(0) 20 3328 5800 Legal Entity Identifier (LEI): 2138004GX1VAUMH66L31
c.	**Identity and contact details of the authority approving the prospectus**
	Name: Financial Conduct Authority ("**FCA**") Address: 12 Endeavour Square, London, E20 1JN, United Kingdom Tel: +44 (0) 20 7066 1000
d.	**Date of approval of the prospectus**
	21 October 2024
e.	**Warnings**
	This summary should be read as an introduction to the prospectus (the "**Prospectus**"). Any decision to invest in the NewRiver Shares should be based on a consideration of the Prospectus as a whole (including the information incorporated by reference) by the prospective investor. Any investor could lose all or part of their invested capital. Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent, when read together with the other parts of the Prospectus, or where it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in the NewRiver Shares.
2.	**Key information on the issuer**
a.	**Who is the issuer of the securities?**
i.	***Domicile and legal form, LEI, applicable legislation and country of incorporation*** The Company is a public limited company, registered and incorporated in England and Wales under the Companies Act 2006 (the "**Companies Act**") on 8 June 2016 with registered number 10221027. The Company's LEI is 2138004GX1VAUMH66L31. The Company conducts its affairs so as to enable it to continue to qualify as a real estate investment trust ("**REIT**") for the purposes of Part 12 of the Corporation Tax Act 2010 (and the regulations made thereunder).
ii.	***Principal activities of the NewRiver Group*** NewRiver is an established UK real estate investor, asset manager and developer which is listed on the Equity Shares (Commercial Companies) category of the Official List of the FCA, has its ordinary shares admitted to trading on the Main Market of the London Stock Exchange (ticker: NRR) and is a constituent member of the FTSE All-Share and the FTSE EPRA Indices. NewRiver's community shopping centres and conveniently located retail parks are occupied by tenants predominantly focused on providing essential goods and services. Alongside its balance sheet assets, and in order to leverage its high-quality retail asset management platform, NewRiver also has a Capital Partnership business, which generates recurring fee income by providing asset management services to a high-quality roster of institutional, private equity and public sector partners. NewRiver's objective is to own and manage the most resilient retail portfolio in the UK, focused on core shopping centres, retail parks, and regeneration opportunities in order to deliver long term attractive recurring income returns and capital growth for its shareholders. NewRiver is one of the largest owners and managers of retail real estate assets in the UK with gross assets of approximately £539 million as at 30 June 2024 and a market capitalisation of approximately £314 million as at the Last Practicable Date. ***Principal activities of the Capital & Regional Group*** Capital & Regional is a UK-focused retail property REIT specialising in community shopping centres listed on the Equity Shares (Commercial Companies) category of the Official List of the FCA. Its ordinary shares are admitted to trading on the Main Market of the London Stock Exchange (ticker: CAL) and it is a constituent member of the FTSE All-Share and the FTSE EPRA Indices. Capital & Regional also has a secondary listing on the Main Board of the Johannesburg Stock Exchange (ticker: CRP). Capital & Regional has a track record of delivering value-enhancing retail and leisure asset management opportunities across its portfolio of tailored and centrally located community shopping centres in Edinburgh, Hemel Hempstead, Ilford, Maidstone, Walthamstow and Wood Green. Capital & Regional also owns and manages the UK's largest indoor ski slope operator, Snozone, which has centres in Milton Keynes, Yorkshire and Madrid (Spain), delivering £8.3 million of revenue for the six months ended 30 June 2024. Capital & Regional focuses on shopping centres providing a strong retail offering consisting of services and non-discretionary retail in locations with strong transport links. Since the launch of Capital & Regional's community shopping centre strategy in 2017, Capital & Regional has seen a change in merchandising mix with 'Value Fashion' (24.0 per cent.), 'Health and Beauty' (18.9 per cent.) and 'Food & Grocery' (18.2 per cent.) presently representing the largest segments across its portfolio as of 30 June 2024. Capital & Regional had gross assets of £350 million as at 30 June 2024 (based on the property valuation report on Capital & Regional's shopping centre portfolio prepared by Knight Frank as at 30 June 2024) and a market capitalisation of approximately £150 million as at the Last Practicable Date.

iii.	***Major Shareholders*** So far as is known to the Company, as at the Last Practicable Date, the Company has been notified in accordance with Chapter 5 of the Disclosure Guidance and Transparency Rules that the persons set out below were directly or indirectly interested (within the meaning of the Companies Act) in 3 per cent. or more of the issued share capital of the Company. The indicative interests of these persons in the Enlarged Share Capital are also set out below:

	As at the Last Practicable Date:		**Immediately following completion of the Acquisition:**	
Name	**Number of Existing Ordinary Shares held**	**% of existing ordinary share capital**	**Number of Ordinary Shares held**	**% of Enlarged Share Capital***
FIL Limited	51,511,309	13.62	51,511,309	10.76
Premier Miton	32,016,514	8.47	32,016,514	6.69
BlackRock	16,131,934	4.27	16,710,464	3.49
M&G Investments	16,337,211	4.32	16,337,211	3.41
Wellington Management	13,094,270	3.46	13,094,270	2.73
Perpetual Limited	12,520,819	3.31	12,520,819	2.61
Clearance Capital	11,621,376	3.07	11,621,391	2.43

* Assuming that the interest of the relevant NewRiver shareholder ("**Shareholder**") as at the Last Practicable Date does not change other than as a result of the issue and allotment of the Consideration Shares, and not taking into account any holdings of shares in Capital & Regional ("**Capital & Regional Shares**").

As at the Last Practicable Date, the Company and the Directors are not aware of any other person who, directly or indirectly, jointly or severally, exercises or could exercise control over the Company. All Shareholders have the same voting rights in respect of the share capital of the Company.

iv.	***Directors*** Lynn Fordham (Non-executive Chair), Allan Lockhart (Chief Executive Officer), Will Hobman (Chief Financial Officer), Alastair Miller (Senior Independent Director), Charlie Parker (Independent Non-executive Director), Dr Karen Miller (Independent Non-executive Director), Colin Rutherford (Independent Non-executive Director).
v.	***Statutory auditor*** PricewaterhouseCoopers LLP of 1 Embankment Place, London, WC2N 6RH (auditor to the Company for the financial year ended 31 March 2024). Forvis Mazars LLP of 30 Old Bailey, London, EC4M 7AU, United Kingdom (appointed auditor to the Company for the financial year ending 31 March 2025).
b.	**What is the key financial information regarding the issuer?**

Investors should read the whole of this document and not rely solely on the summarised financial information set out in this section.

The NewRiver Group

INCOME STATEMENT	**Year to 31 March 2024 (audited) (£m)**
Revenue	65.0
Underlying Funds From Operations ("**UFFO**")	24.4
Profit for the year before taxation (before fair value adjustments)	16.9
Basic earnings per share (pence)	1.0

BALANCE SHEET	**As at 31 March 2024 (audited) (£m)**
Total assets	759.6
Total equity	361.1
Borrowings	296.6

CASH FLOW	**Year to 31 March 2024 (audited) (£m)**
Net cash generated from operating activities	22.7
Net cash generated from investing activities	23.6
Net cash generated from financing activities	(22.1)
Cash and cash equivalents at 31 March 2024	132.8

There are no qualifications to PricewaterhouseCoopers LLP's audit report on the consolidated financial information of the NewRiver Group for the year ended 31 March 2024.

The Capital & Regional Group

INCOME STATEMENT	Year to 30 December 2021 Restated (audited) (£m)[3]	Year to 30 December 2022 Restated (audited) (£m)[2]	Year to 30 December 2023 (audited) (£m)	Comparative Interim Six months to 30 June 2023 Unaudited (£m)	Interim Six months to 30 June 2024 Unaudited (£m)
Revenue	54.6	56.8	59.0	28.5	34.5
Adjusted Profit[1]	8.8	10.3	12.7	7.0	8.2
Profit for the year/period	(24.1)	12.1	3.7	6.1	4.5
Basic earnings per share (continuing and discontinued operations)	(20.0)p	7.3p	2.0p	3.6p	2.0p

[1] Adjusted Profit is the total of contribution from Capital & Regional's shopping centres, the profit from Snozone and property management fees less central costs (including interest but excluding non-cash charges in respect of share-based payments) after tax. Adjusted Profit excludes revaluation of properties, profit or loss on disposal of properties or investments, gains or losses on financial instruments and adjusting one-off items for example gains from debt repurchase. Results from discontinued operations are included up until the point of disposal or reclassification as held for sale.

[2]2022 comparative figures have been restated for a prior year adjustment to service charge income and expenditure recognised in the period.

[3]2021 comparative figures have been restated for prior year adjustments to the treatment of expected credit loss and the treatment of rent concessions.

BALANCE SHEET	As at 30 December 2021 Restated (audited) (£m)	As at 30 December 2022 Restated (audited) (£m)[1]	As at 30 December 2023 (audited) (£m)	Interim As at 30 June 2024 Unaudited (£m)
Total assets	636.0	420.9	459.3	457.8
Total equity	168.4	179.1	202.0	203.9
Net financial debt (total borrowings before unamortised issue costs minus cash at bank)	185.3	130.9	162.7	162.6

[1]2022 comparative figures have been restated to exclude from trade receivables amounts invoiced but due after the balance sheet date.

CASH FLOW	Year to 30 December 2021 Restated (audited) (£m)	Year to 30 December 2022 Restated (audited) (£m)	Year to 30 December 2023 (audited) (£m)	Comparative Interim Six months to 30 June 2023 Unaudited (£m)	Interim Six months to 30 June 2024 Unaudited (£m)
Cash flows from operating activities	8.9	17.2	14.0	7.0	8.0
Cash flows from investing activities	2.6	47.8	(63.7)	(11.7)	(2.9)
Cash flows from financing activities	(25.1)	(70.0)	32.4	(1.7)	(3.0)
Cash and cash equivalents excluding assets classified as held for sale	58.5	55.5	38.2	49.1	40.3

There are no qualifications to Forvis Mazars LLP's audit report on the consolidated financial information of the Capital & Regional Group for the year ended 30 December 2023, and no qualifications to Deloitte LLP's audit reports on the consolidated financial information of the Capital & Regional Group for the years ended 30 December 2022 and 30 December 2021.

Unaudited Pro Forma Financial Information

The unaudited pro forma income statement (the "**Unaudited Pro Forma Income Statement**") has been prepared to illustrate the effect of the Acquisition and the placing of 62,737,200 Ordinary Shares, the results of which were announced on 19 September 2024 pursuant to which NewRiver raised net proceeds of £48.9 million in aggregate (the "**Placing**") as if they had taken place on 1 April 2023.

The unaudited pro forma statement of net assets of the NewRiver Group (the "**Unaudited Pro Forma Statement of Net Assets**") has been prepared to illustrate the effect of the Acquisition and the Placing on the consolidated net assets of the NewRiver Group as if they had taken place on 31 March 2024.

The Unaudited Pro Forma Income Statement and Unaudited Pro Forma Statement of Net Assets (together, the "**Unaudited Pro Forma Financial Information**") have been prepared for illustrative purposes only and illustrate the impact of the Acquisition and the Placing, as if they had been undertaken at an earlier date. As a result, the hypothetical financial position or results included in the Unaudited Pro Forma Financial Information may differ from the NewRiver Group's actual financial position or results.

The Unaudited Pro Forma Financial Information is based on the audited consolidated financial statements of the NewRiver Group for the year ended 31 March 2024, on which an audit report has been published. The Unaudited Pro Forma Financial Information has been prepared on a basis consistent with the accounting policies adopted by the NewRiver Group in preparing such information, in accordance with Annex 20 of the Prospectus Delegated Regulation.

	As at 31 March 2024, the Combined Group's unaudited consolidated pro forma net assets was £527.4 million. The unaudited consolidated pro forma comprehensive income of the Combined Group for the year ended 31 March 2024 was £45.3 million.
c.	**What are the key risks that are specific to the issuer?**
	• The performance of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group, will depend on general property and real estate investment market conditions. The ability of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group to generate revenues from their respective portfolios is linked to occupancy levels, rental payments (including the timeliness thereof) and the scope for rental increases. • The business of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group is subject to inherent risks arising from macroeconomic conditions in, and which affect, the UK, both generally and as they specifically affect the retail real estate market. In addition, higher interest rates may have an adverse impact on sentiment in the investment market, access to capital and on the availability of disposal opportunities that may be available to the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group. • Market conditions will affect the ability of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group to make strategic portfolio adjustments. The relative illiquidity of property assets may affect the ability of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group to adjust, dispose of, or liquidate its portfolio in a timely fashion and at satisfactory prices. To the extent that market conditions are not favourable, the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group may be unable to dispose of property assets at a gain or at all. • The property portfolio of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group is concentrated on the UK retail real estate sector and the performance of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group will therefore depend on the success of that sector. • Competition from other retail premises and other retail sales channels, including online retailing, could have an adverse effect on the business, financial condition and/or results of operations, including through tenant default of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group. • The valuation of the property of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group is inherently subjective and uncertain and is based on assumptions which may prove to be inaccurate. As a result, valuations are subject to a degree of uncertainty (which may be exacerbated in times where there is a relatively low volume of comparable transactional activity). Moreover, property valuations are made on the basis of assumptions which may prove to be inaccurate. Incorrect assumptions or flawed assessments underlying the property valuations could result in asset valuations being overstated or understated, which could negatively affect the financial condition and net assets of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group, and potentially inhibit the ability of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group to realise a sale price that reflects the stated valuation. • The quality of tenants and occupancy levels at the properties of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group may decline over time as leases expire. During void periods, the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group would suffer a rental shortfall and incur additional expenses until the property is re-let. Any prolonged period of reduced occupancy could have an adverse effect on the business, financial condition and/or operations of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group. • The NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group may become subject to disputes with tenants and other commercial parties with whom it maintains relationships or other commercial parties in the property or related industries. Whether or not any dispute actually proceeds to litigation, the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group may be required to devote significant management time and attention to its successful resolution which would detract from the management's time and resource. • The NewRiver Group and the Capital & Regional Group each have material credit facilities and indebtedness and their credit facilities contain various covenants which, if not complied with, could require accelerated repayment, thereby materially adversely affecting the NewRiver Group's, the Capital & Regional Group's and, following Completion, the Combined Group's business, financial condition and results of operations. • There is no guarantee that the NewRiver Group will continue to maintain its REIT status (whether by reason of failure to satisfy the conditions for REIT status or otherwise). If the NewRiver Group and, following Completion, the Combined Group fails to remain qualified as a REIT, members of the NewRiver Group and, following Completion, the Combined Group may be subject to UK corporation or income tax on some or all of their property rental income and chargeable gains on the sale of properties which would reduce the amounts available to distribute to investors.
3.	**Key information on the securities**
a.	**What are the main features of the securities?**
i.	***Type, class and ISIN of the securities being admitted to trading on a regulated market*** The Company is proposing to issue up to 100,673,359 Consideration Shares in connection with the Acquisition. Applications will be made to the FCA and the London Stock Exchange, respectively, for the admission of up to 100,673,359 Consideration Shares to the Equity Shares (Commercial Companies) category of the Official List and to trading on the Main Market. The ISIN of the NewRiver Shares is GB00BD7XPJ64. The ticker for the NewRiver Shares is NRR.
ii.	***Currency, denomination, par value, number of securities issued and term of the securities*** The NewRiver Shares are, and the Consideration Shares will be, denominated in pounds sterling and the NewRiver Shares have, and the Consideration Shares will, have a nominal value of £0.01 each. Subject to the Acquisition becoming effective, up to 100,673,359 Consideration Shares will be issued all of which will be fully paid and credited as fully paid.
iii.	***Rights attached to the securities*** The Consideration Shares will be credited as fully paid and will rank *pari passu* in all respects with the Existing NewRiver Shares in issue at the time the Consideration Shares are issued, including the right to receive, and to retain dividends and other distributions (if any) declared, made or paid by reference to a record date on or after the Effective Date.

iv.	***Relative seniority of the securities in the event of insolvency*** On a winding-up or a return of capital by the Company, the net assets of the Company shall be divided *pro rata* among the holders of the NewRiver Shares.
v.	***Restrictions on free transferability of the securities*** There are no restrictions on the free transferability of the NewRiver Shares, subject to compliance with applicable securities laws and the restrictions on transfer contained in the Articles. Under the Articles: ● the NewRiver Board may decline to register or authorise the registration of the transfer of a share held in certified form if: ○ NewRiver has a lien on a partly paid share unless to do so would prevent dealings in partly paid shares from taking place on an open and proper basis; ○ a notice has been served in respect of a share pursuant to section 793 Companies Act 2006 or any other relevant statute and (A) the share(s) which is the subject of that notice represented in aggregate at least 0.25 per cent. of that class of shares and (B) the person(s) on whom the notice was served failed to comply with the requirements of such notice within the period of compliance specified in the notice and remains in default with the notice, unless the transfer in question is to a *bona fide* unconnected third party; or ○ the transfer is of a share or shares in favour of more than four persons jointly; ● the NewRiver Board may decline to recognise any share transfer document unless: ○ it is in respect of only one class of share; and ○ it is accompanied by the relevant share certificate(s) and such other evidence as the NewRiver Board may reasonably require to show the right of the transferor to make the transfer and, if the share transfer document is executed by a third party, the authority of that person so to do; and ● in respect of a share held in uncertified form the NewRiver Board may only register or refuse to register the transfer of such a share in accordance with the Uncertified Securities Regulations 2001. The making of the proposed offer of Consideration Shares to persons located or resident in, or who are citizens of, or who have a registered address in countries other than the United Kingdom, may be affected by the laws or regulatory requirements of the relevant jurisdiction, which may include restrictions on the free transferability of such Consideration Shares. There are also certain limited circumstances in which the NewRiver Board may, under the Articles and subject to certain conditions, compulsorily require the transfer of shares.
vi.	***Dividend policy*** The Company's dividend policy is to declare dividends equivalent to 80 per cent. of Underlying Funds From Operations ("**UFFO**") twice annually at the Company's half and full year results, calculated with reference to the most recently completed six-month period. The Company is a member of the REIT regime whereby profits from its UK property rental business are tax exempt. The REIT regime only applies to certain property-related profits and has several criteria which have to be met, including that at least 90 per cent. of the Company's profit from the property rental business must be paid as dividends. The Company intends to continue as a REIT for the foreseeable future, and therefore the policy allows the final dividend to be "topped-up", including where required to ensure REIT compliance, such that the payout in any financial year may be higher than the Company's base policy position of 80 per cent. of UFFO. The level of future dividends will be determined by the NewRiver Board having regard to, *inter alia*, the financial position and performance of the Group at the relevant time, UK REIT requirements and the interests of NewRiver Shareholders, as a whole.
b.	**Where will the securities be traded?**
	Application will be made to: (a) the FCA and to the London Stock Exchange for all of the Consideration Shares to be admitted to the Equity Shares (Commercial Companies) category of the Official List of the FCA and to trading on the Main Market for listed securities of the London Stock Exchange ("**Admission**"). No application will be made for listing and or trading on another venue, including the Johannesburg Stock Exchange. It is expected that Admission will become effective and that dealings in the Consideration Shares will commence on the Main Market at 8:00 a.m. on 11 December 2024.
c.	**What are the key risks that are specific to the securities?**
	The market price of the NewRiver Shares, like shares in all investment companies, may fluctuate independently of their underlying net asset value and may trade at a discount or premium at different times. There can be no assurance that the Company will be able to pay dividends in the future. The unavoidable effect of the Acquisition becoming Effective will be a reduction in the proportionate ownership and voting interests in the Company of existing NewRiver Shareholders (except to the extent that they are also Capital & Regional Shareholders). Assuming that the Consideration Shares are issued to Capital & Regional Shareholders (and based on the existing issued ordinary share capital of NewRiver and the fully diluted ordinary share capital of Capital & Regional as at the Last Practicable Date) NewRiver Shareholders will suffer a maximum dilution of up to approximately 21 per cent. to their ownership and voting interests in the Company. Assuming that the maximum number of the Consideration Shares* is issued to Capital & Regional Shareholders NewRiver Shareholders will suffer a maximum dilution of up to approximately 21 per cent. to their ownership and voting interests in the Company. ** The maximum number of Consideration Shares reflects the anticipated fully diluted ordinary share capital of Capital & Regional at Completion together with an estimate of any additional ordinary shares that may be required to be issued in Capital & Regional in the event that Completion takes place after 1 January 2025 but prior to the Long Stop Date, in order to take account of the potential impact of any Capital & Regional Additional Dividend (including any scrip dividend alternative offered in connection therewith). Notwithstanding the foregoing, it is anticipated that Completion will occur in December 2024.*

4.	Key information on the admission to trading on a regulated market	
a.	**Under which conditions and timetable can I invest in this security?**	
i.	***Terms and conditions of the Acquisition*** Under the terms of the Acquisition (which is subject to, amongst other things, satisfaction or waiver of the conditions set out in the Scheme Document, the sanction of the Scheme by the Court, and the passing of the resolutions required to approve the issue of the Consideration Shares by the requisite majority of NewRiver Shareholders at the NewRiver General Meeting), Capital & Regional Shareholders will be entitled to receive for each Capital & Regional Share, 0.41946 Consideration Shares and 31.25 pence in cash. Under the terms of the Acquisition, Capital & Regional Shareholders will, in aggregate, receive up to 100,673,359 Consideration Shares. Immediately following completion of the Acquisition, Capital & Regional Shareholders will own up to approximately 21 per cent. of the enlarged issued ordinary share capital of NewRiver (based on the existing issued ordinary share capital of NewRiver and the maximum number of Consideration Shares that could be issued pursuant to the Acquisition). Based on the Closing Price per NewRiver Share of 74.5 pence on 22 May 2024 (being the Offer Period Last Practicable Date) and the anticipated fully diluted ordinary share capital of Capital & Regional at Completion, the Acquisition implies a value of 62.5 pence per Capital & Regional Share and approximately £147 million for the anticipated fully diluted, ordinary share capital of Capital & Regional. The cash consideration payable by NewRiver pursuant to the terms of the Acquisition will be funded from NewRiver's existing cash resources, including the net proceeds of the Placing, the results of which were announced on 19 September 2024. The cash consideration is priced in pounds sterling. However, Capital & Regional Shareholders on Capital & Regional's South African Register will, as is required as a consequence of Capital & Regional's secondary listing on the JSE, receive any cash consideration due to them under the terms of the Acquisition, including the net cash proceeds of the sale of the Consideration Shares to which they would otherwise be entitled but, for regulatory reasons, will be unable to receive (as well as any Capital & Regional Additional Dividend) in South African Rand. The Consideration Shares will be issued credited as fully paid and will rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions (if any) declared, paid or made by NewRiver by reference to a record date falling after the Effective Date. The Acquisition constitutes a "significant transaction" for NewRiver for the purposes of the UK Listing Rules.	
ii.	***Expected Timetable***	
	Publication and posting of this document	21 October 2024
	Publication of the Scheme Document	21 October 2024
	Latest time and date for lodging proxies for the NewRiver General Meeting	**10.15 a.m. on 11 November 2024**
	Latest time for lodging forms of proxy for the Capital & Regional Court Meeting	11.00 a.m. London time (12.00 p.m. South African standard time) 11 November 2024
	Latest time for lodging forms of proxy for the Capital & Regional General Meeting	11.15 a.m. London time (12.15 p.m. South African standard time) 11 November 2024
	Voting Record Time for the Capital & Regional Court Meeting and record time for the Capital & Regional General Meeting	6.30p.m. on 11 November 2024
	Voting record time for the NewRiver General Meeting	close of business on 11 November 2024
	NewRiver General Meeting	**10.15 a.m. on 13 November 2024**
	Announcement of the results of the NewRiver General Meeting through a Regulatory Information Service	13 November 2024
	Capital & Regional Court Meeting	**11.00 a.m. London time (12.00 p.m. South African standard time) on 13 November 2024**
	Capital & Regional General Meeting	**11.15 a.m. London time (12.15 p.m. South African standard time) on 13 November 2024**
	Scheme Sanction Hearing	6 December 2024
	Last day of dealings in, and for registration of transfers of, Capital & Regional Shares and disablement of Capital & Regional Shares in CREST	9 December 2024
	Scheme Record Time	6.00 p.m. London time (7.00 p.m. South African standard time) on 9 December 2024
	Suspension of listing of, and dealings in, Capital & Regional Shares on the Main Market	7.30 a.m. London time (8.30 a.m. South African standard time) on 10 December 2024
	Suspension of listing of, and dealings in, Capital & Regional Shares from Johannesburg Stock Exchange	9.00 a.m. South African standard time on 10 December 2024
	Effective Date of the Acquisition	**10 December 2024**
	Consideration Shares issued to Capital & Regional Shareholders (excluding Capital & Regional shareholders on the South Africa register)	8.00 a.m. London time (9.00 a.m. South African standard time) on 11 December 2024
	CREST accounts of Capital & Regional Shareholders credited with Consideration Shares	On or after 8.00 a.m. London time (9.00 a.m. South African standard time) on 11 December 2024
	Admission and commencement of dealings in Consideration Shares	8.00 a.m. London time (9.00 a.m. South African standard time) on 11 December 2024
	Cancellation of admission to trading on the Main Market of Capital & Regional Shares	8.00 a.m. London time (9.00 a.m. South African standard time) on 11 December 2024

	Cash component of the consideration pursuant to the Acquisition paid to Capital & Regional Shareholders on the South African Register via Strate in respect of dematerialised shareholders and via the transfer secretaries in respect of certificated shareholders	13 December 2024
	Despatch of share certificates for Consideration Shares in certificated form and despatch of cheques, or settlement through CREST, for the cash consideration pursuant to the Acquisition	Within 14 days of the Effective Date
	Cash payment paid to Capital & Regional Shareholders on the South African Register in lieu of the share component of the consideration pursuant to the Acquisition via Strate in respect of dematerialised shareholders and via the transfer secretaries in respect of certificated shareholders	Within 14 days of the Effective Date
	Long Stop Date	30 April 2025
iii.	***Details of admission to trading on a regulated market*** Applications will be made to the FCA and to the London Stock Exchange, respectively, for the Consideration Shares issued pursuant to the Acquisition to be admitted to the Equity Shares (Commercial Companies) category of the Official List of the FCA and to trading on the Main Market for listed securities of the London Stock Exchange. It is expected that Admission will become effective and that dealings on the London Stock Exchange in the Consideration Shares will commence at 8.00 a.m. on 11 December 2024.	
iv.	***Plan for distribution*** Under the terms of the Acquisition, Capital & Regional Shareholders will be entitled to receive for each Capital & Regional Share, 0.41946 Consideration Shares and 31.25 pence in cash. However, the Capital & Regional shareholders who hold their Capital & Regional Shares on the South African Register will not be entitled to receive any Consideration Shares and will instead receive a cash sum in South African Rand.	
v.	***Amount and percentage of immediate dilution resulting from the Acquisition*** Subject to the Acquisition becoming effective, up to 100,673,359 Consideration Shares will be issued. This will result in the Company's issued share capital increasing by up to 27 per cent. (based on (i) the existing issued ordinary share capital of NewRiver and (ii) the maximum number of Consideration Shares). If the Acquisition becomes effective, NewRiver Shareholders, who are not also shareholders in Capital & Regional, will suffer an immediate dilution as a result of the Acquisition. Assuming that (i) no other NewRiver Shares or Capital & Regional Shares are issued between the Last Practicable Date and the date of Completion and (ii) a maximum of 100,673,359 Consideration Shares are issued to Capital & Regional Shareholders, each NewRiver Shareholder will suffer a maximum dilution of up to approximately 21 per cent. to their ownership and voting interests in the Company, and the Consideration Shares issued in connection with the Acquisition will represent up to approximately 21 per cent. of the Enlarged Share Capital.	
vi.	***Estimate of the total expenses of the issue*** The total costs and expenses of, and incidental to, the Acquisition and Admission payable by the Company, are estimated to amount to approximately £12.9 million (exclusive of VAT).	
vii.	***Estimated expenses charged to the investor*** There are no commissions, fees or expenses to be charged to investors by the Company.	
d.	**Why is this prospectus being produced?**	
i.	***Reasons for the issue*** The proposed issue and Admission of Consideration Shares to which this Prospectus relates is being made in connection with the Acquisition, being the proposed recommended offer by the Company for the entire issued and to be issued ordinary share capital of Capital & Regional which was announced by the Boards of NewRiver and Capital & Regional on 24 September 2024. The NewRiver Board believes that there is a strong strategic, operational and financial rationale for the Acquisition and that the Combined Group will benefit from enhanced scale, material cost savings, mid- to high-teens accretion to UFFO per share, better access to acquisition and asset management opportunities, improved debt optionality, expected cost of capital benefits and the potential for increased share liquidity.	
ii.	***The use and estimated net amount of the proceeds*** There are no proceeds receivable by the Company as a result of the issue of Consideration Shares pursuant to the Acquisition.	
iii.	***Underwriting*** The issue of Consideration Shares is not being underwritten.	
iv.	***Material conflicts of interest*** There are no material conflicts of interest pertaining to the Acquisition or Admission.	

Risk Factors

Any investment in the Ordinary Shares involves risk. Prior to investing in the Ordinary Shares, prospective investors should carefully consider the risks associated with any investment in securities and, in particular, all the information in this document, including the risks described below. The risks set out below do not purport to be a complete list or explanation of all the risks involved in investing in the Ordinary Shares or which may adversely affect the business of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group, but are those which the Directors are aware of and which they consider material. However, additional risks and uncertainties not currently known to the Directors or that the Directors currently consider immaterial, may also adversely affect the business, results of operations, financial condition and prospects of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group. If any or a combination of the following risks materialise, the business, financial condition and/or operational performance of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group, could be materially adversely affected. In that case, the trading price of the Ordinary Shares may decline, and investors may lose all or part of the value of their investment. Prospective investors should consider carefully whether an investment in the Ordinary Shares is suitable for them in light of the information in this document and their personal circumstances.

Prospective investors should note that the risks relating to the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group, their industry and the Ordinary Shares summarised in the section of this document entitled "Summary" are the risks that the NewRiver Directors believe to be the most essential to an assessment by a prospective investor of whether to consider an investment in the Ordinary Shares. However, as the risks the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group, face relate to events and depend on circumstances that may or may not occur in the future, prospective investors should consider not only the information on the key risks summarised in the section of this document headed "Summary" but also, among other things, the additional risks and uncertainties described below.

An investment in Ordinary Shares is only suitable for investors capable of evaluating the risks and merits of such investment and who have sufficient resources to bear any loss which may result from the investment. Accordingly, prospective investors are recommended to obtain independent financial advice from an adviser authorised under the FSMA (or another appropriately authorised independent professional adviser) who specialises in advising upon investments in shares or other securities.

As required by the Prospectus Regulation Rules, the risk that the NewRiver Directors consider to be the most material risk in each category, taking into account the negative impact on the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group, and the probability of its occurrence, has been set out first. Given the forward-looking nature of the risks, there can be no guarantee that any such risk is, in fact, the most material or the most likely to occur. Investors should, therefore, review and consider each risk.

1. Risks relating to the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group

The performance of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group will depend on general property and real estate investment market conditions

The financial performance of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group will be affected by general conditions affecting the UK real estate market as a whole and/or events specific to the investments of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group, such as a decrease in capital values and rental income.

Returns from an investment in property depend largely upon the amount of rental income generated from the property versus the expenses incurred in the acquisition, construction or redevelopment and management of the property, as well as changes in its market value.

Both rental income and the value of properties may also be affected by other factors specific to the UK retail real estate market, such as competition from other property owners, the perception by prospective tenants of the attractiveness, convenience and safety of properties, the periodic need to renovate, repair and release space and the costs thereof, the costs of maintenance and insurance, and increased operating costs (such as local taxes and service charges on vacant space).

The ability of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group to generate revenues from their respective portfolios is linked to occupancy levels, rental payments (including the timeliness thereof) and the scope for rental increases. These factors are themselves determined to varying degrees by a number of market conditions outside of their control, including, but not limited to: the underlying performance of the tenants that rent space in those properties, which is influenced by consumer spending and fluctuations in disposable income, wage growth (or the lack thereof), the solvency of retailers, the availability of lending and consumer credit, the level of consumer indebtedness, consumer and business confidence, gross domestic product growth, infrastructure quality, financial performance and productivity of industry, payroll expenses, interest rates, tax rates, business rates, taxation, changes in laws and governmental regulations in relation to property (including those governing permitted and planning usage, taxes and governmental charges, health and safety and environmental compliance), energy costs and oil prices.

Any of the foregoing factors would have an adverse impact on the business, financial condition and/or results of operations of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group.

The business of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group is subject to inherent risks arising from macroeconomic conditions in, and which affect, the UK, both generally and as they specifically affect the retail real estate market

As the business of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group will largely be, concentrated in the UK, it is particularly exposed to the condition of the UK economy. As a result of a variety of factors, including upcoming elections in the U.S. and certain other major markets and the ongoing Russian invasion of Ukraine as well as the conflicts in the Red Sea/Middle East, delays in shipping, levels of employment, government policies on spending and/or fiscal stimulus, fluctuations in weather and other seasonal cycles, inflationary pressures and persistently higher interest rates have had and could continue to have a negative impact on the macro-economic environment and consequently on the business of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group. These and other factors may reduce consumer confidence and customer and investor appetite for commercial real estate.

During periods of difficult market conditions and negative sentiment such as the recent period of high inflation and interest rates or a general economic slowdown, the portfolio of each of the NewRiver Group and the Capital & Regional Group may experience significant declines in investment and development returns, resulting in increased volatility in valuations.

The impact of any of the foregoing factors, including the consequence of the concentration of its portfolio on the UK retail real estate sector, weakness in, or cyclical downturns which may affect, that sector generally, or a particular geographic area in which the investments of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group are concentrated, or the businesses of a material number of retail tenants, or significant individual tenants are concentrated, may have a material adverse effect on the business, financial condition and/or results of operations the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group.

Market conditions will affect the ability of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group to make strategic portfolio adjustments

Whilst neither NewRiver nor Capital & Regional are limited life companies and are under no obligation to sell their respective assets within a fixed time frame, there can be no assurance that, at the time the NewRiver Group, the Capital & Regional Group and, following Completion, the

Combined Group seek to dispose of any assets, conditions in the relevant market will be favourable or that the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group (as applicable) will be able to maximise the returns on such disposed assets. The relative illiquidity of property assets may affect the ability of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group to adjust, dispose of, or liquidate its portfolio in a timely fashion and at satisfactory prices. To the extent that market conditions are not favourable the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group may be unable to dispose of property assets at a gain or at all. If the NewRiver Group, the Capital & Regional Group or, following Completion, the Combined Group was required to dispose of or liquidate an investment on unsatisfactory terms, it may realise less than the value at which the investment was previously recorded in its accounts, which could result in a decrease in net asset value and which would, in turn, have a negative impact on the financial condition and/or results of operations of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group as well as potentially having a negative impact on the wider business of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group.

Further, in acquiring a particular property, the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group may agree to restrictions that prohibit the sale of that property for a period of time or impose other restrictions, such as a limitation on the amount of debt that can be placed or repaid on that property. In the case of leasehold properties, consents are often required from landlords to transfer such properties. This may restrict the ability of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group to sell its properties or, in the event that it is able to sell such a property, may lead to losses on the sale. In addition, there may not be ready buyers with financing and who are willing to pay fair value at the time the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group desires to sell.

As a result, there can be no assurance that the property portfolio of the NewRiver Group and, following Completion, the Combined Group can generate attractive returns for NewRiver Shareholders, and any of the foregoing factors would have an adverse impact on the business, financial condition and/or results of operations of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group.

The property portfolios of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group are exposed to the threat of company voluntary arrangement and administrations amongst the retail industry

The NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group focuses on, and the majority of its property investments are, and, will be concentrated in, the UK retail real estate sector with significant emphasis on value retailing. As such, they are subject to risks tied to, and cyclical downturns which may affect, the UK retail sector. Market conditions in the UK retail sector remain challenging with the impact of inflationary pressures and recent high inflation rates.

The NewRiver Group manages its properties with a focus on net income but is also mindful of protecting values and tenant mix strategies for medium- and long-term value creation. The occupancy rate of the NewRiver Group as at 30 June 2024 was approximately 97 per cent. Negative changes in a significant number of the NewRiver Group's, the Capital & Regional Group's and, following Completion, the Combined Group's tenants, including actual tenant failure, could result in a substantial decrease in rental income, which would have an adverse impact on the property portfolio of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group.

Tenant restructuring, in the form of CVAs or administrations, reduce income available to the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group. CVAs enable struggling retailers to restructure their debt and costs to enable them to continue trading by applying to court and seeking approval from creditors. Landlords are usually the most compromised creditor group as cost reduction plans invariably include rent cuts and store closures determined by unit profitability. Although, to date, CVA or administration activity impacting the NewRiver Group and the Capital & Regional Group has been limited, inflationary pressures (such as those in recent years) increase the risk of retailers being prompted into taking such action. One such example is Cineworld, a tenant at Capital & Regional's shopping centre at The Mall, Wood

Green, which announced a restructuring plan in July 2024, subsequently approved by the High Court on 30 September, which included plans to enter into negotiations with landlords at some UK locations to reduce rent to market level and also to close certain cinemas across the UK (although The Mall, Wood Green is not stated in the announcement as being one of the proposed sites for closure).

CVAs and administrations of tenants could result in higher vacancy rates, lower rental income, and revaluation losses on the value of the investment properties of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group, or otherwise have an adverse effect on the business, financial condition, results of operations and prospects of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group.

Competition from other retail premises and other retail sales channels, including online retailing, could have an adverse effect on the business, financial condition and/or results of operations, including through tenant default of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group

The NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group faces competition from other UK and international property groups and other commercial organisations active in the UK retail real estate sector. Competition in the property market may lead to:

- an oversupply of retail space in the UK through historic overdevelopment and/or an increase in popularity of online retailing (both of which may lead to a difficulty in achieving expected rents from existing properties and attendant reductions in valuation); or
- inflated prices for existing properties arising from bids by potential purchasers (thereby limiting the pipeline of opportunities).

The retail properties of the NewRiver Group and the Capital & Regional Group compete with other retail offerings within their catchment areas. The amount of lettable space in the relevant area, the quality of facilities and the nature of stores at such competing retail offerings could each have a material adverse effect on the ability of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group to retain tenants, lease space and on the level of rent it can obtain. In addition, the existence of such competition may also have a material adverse impact on the ability of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group to acquire properties or develop its properties at a satisfactory cost. For example, significant planning applications and permissions submitted and/or received by the NewRiver Group's and/or the Capital & Regional Group's competitors, which, even though they may not ultimately be implemented, may lead to tenants of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group delaying decisions in respect of store openings or lease renewals, which could have an adverse impact on both rental and capital values.

Furthermore, over the last decade retailers with a physical store presence have faced increasing competition from online retailing and the increased penetration of online retailing trends with online sales, as a percentage of total retail sales in the UK, increasing from 10.7 per cent. in June 2014 to 26.2 per cent. in June 2024 (*Retail Sales Index time series (DRSI): Office for National Statistics*). This rapidly accelerated, and in most cases peaked, as a consequence of the Covid-19 pandemic. Any further resulting trade diversion from traditional retail outlets to the online retailing could adversely affect footfall in the properties of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group as well as trading conditions or performance of certain tenants of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group, with the risk that tenant defaults and voids could increase as well as potentially reducing the demand for retail space. This could result in higher vacancy rates, lower rental income, and revaluation losses on the value of the investment properties of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group, or otherwise have an adverse effect on the business, financial condition, results of operations and prospects of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group.

Information technology systems and infrastructure face certain risks, including cybersecurity, data storage risks and other disruptions or failures in the IT infrastructure and networks of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group

In the ordinary course of business, the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group collects, stores and transmits confidential information and it is critical that it does so in a secure manner in order to maintain the integrity of such confidential information. The information technology systems and infrastructure of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group, are potentially vulnerable to security breaches from inadvertent actions by their respective employees, attacks by malicious third parties or failures by their respective third-party providers.

Various of the NewRiver Group's systems are designed to work in conjunction with hardware, software and data hosted and maintained by third parties. Any significant disruption in the supply or maintenance of such third-party hardware, software and data could impair the ability of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group's to provide its services until the functionality offered by the third-party providers is rectified or replaced.

Whilst the NewRiver Directors consider that the NewRiver Group has taken appropriate steps to protect such information, there can be no assurance that its efforts will prevent service interruptions or security breaches in its systems or following Completion, the Combined Group's systems, or the unauthorised or inadvertent wrongful access or disclosure of confidential information that could adversely affect the business operations of the NewRiver Group or, following Completion, the Combined Group or result in the loss, dissemination, or misuse of critical or sensitive information. A breach of security measures or the accidental loss, inadvertent disclosure, unapproved dissemination or misappropriation or misuse of trade secrets, proprietary information or other confidential information, whether as a result of theft, hacking, or other forms of deception, or for any other cause, could adversely affect the business resilience of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group.

Any such interruption, security breach, loss or disclosure of confidential information could expose the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group to litigation, liability and/or regulatory intervention, fines, sanction, significant costs (to modify relevant protective measures or to investigate and remediate vulnerabilities) and result in financial, legal, business, and reputational harm to the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group.

The business of the NewRiver Group , the Capital & Regional Group, and, following Completion, the Combined Group is, and will be, dependent on its ability to identify and manage investments which offer satisfactory returns

The NewRiver Group's strategy is founded upon the basis that suitable properties will be available for investment at prices and upon terms and conditions (including financing) that the NewRiver Board considers favourable. There can be no assurance that the NewRiver Group and, following Completion, the Combined Group will find suitable properties in which to invest (although, other than pursuant to the Acquisition, the Company has no intention of issuing further equity in the short term in relation to any acquisitions it may make).

Furthermore, if Completion does not occur NewRiver will retain the proceeds from the Placing until such time that such proceeds are returned to NewRiver Shareholders or otherwise deployed within the business of the NewRiver Group. The retention of such funds until they are returned or deployed is likely to have an adverse impact on the rates of return that the NewRiver Group generates from its operations. The longer the period before investment, the greater the likelihood that having uninvested cash may adversely affect earnings and/or dividends per share. NewRiver Group's strategy to offer satisfactory returns may be adversely impacted where Completion does not occur and NewRiver retains the proceeds from the Placing until such time that such proceeds are returned to NewRiver Shareholders or otherwise deployed within the business of the NewRiver Group.

An inability of the NewRiver Group and, following Completion, the Combined Group to identify and manage investments would have an adverse impact on the business, financial condition and/or results of operations of the NewRiver Group and, following Completion, the Combined Group.

External events beyond the control of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group may have a negative impact on consumer presence and spend at the retail and leisure properties of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group and therefore adversely affect demand for, and the value of, such properties

Occupier demand at the shopping centres and other retail properties of each of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group is affected by customers disposable income coupled with ability of such customers to visit the physical premises, a decrease in which may adversely affect demand for, and the value of, the properties of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group. For example, the occurrence of events such as adverse weather, an outbreak of infectious disease (such as Covid-19) or any other serious public health concern, could result in a reduction of visitors to the shopping centres and retail properties of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group. Similarly, local factors, such as transportation, access, demographics, competing centres / forms of retailing may also negatively impact customer presence at the shopping centres and other retail properties of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group.

Furthermore, terrorist attacks or war could damage infrastructure or associated transport infrastructure or otherwise inhibit or prevent access to the shopping centres and other retail properties of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group or harm the demand for, or the value of, such properties. Terrorist attacks could also discourage consumers from shopping or undertaking leisure activities in public places, including the properties of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group. Whilst each of the NewRiver Group and the Capital & Regional Group have insurance in place in respect of certain risks and, following Completion, the Combined Group will have insurance in place, it is (or may become) not economically viable to insure against all risks (including certain of the risks specified above). Furthermore, any such insurance cover that is in place may be insufficient to cover the full extent of any loss or damage suffered.

Any of the foregoing could have an adverse impact on the business, financial condition and/or results of operations of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group.

The NewRiver Group's and, following Completion, the Combined Group's success depends on attracting and retaining key personnel

The NewRiver Group's and, following Completion, the Combined Group's, success depends, to a significant extent, on the continued services of its executive management team, which has a combined experience of over 100 years in the property industry. In addition, the NewRiver Group's, and, following Completion, the Combined Group's, ability to continue to identify, manage and develop properties depends on the management's knowledge of, and expertise in, the property market. The ability to retain its executive management team may also have an impact on its ability to retain occupiers who have longstanding relationships with those individuals. There is no guarantee that any of the executive management team will remain employed by the NewRiver Group, and, following Completion, the Combined Group. Similarly, the ability to attract new employees with the appropriate expertise and skills cannot be guaranteed.

The sudden and/or unanticipated loss of the services of one or more members of the executive management team and other key individuals could have an adverse effect on the business, financial condition and/or results of operations of the NewRiver Group and, following Completion, the Combined Group.

2. Risks relating to real estate investment, development and ownership

The valuation of the property of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group is inherently subjective and uncertain and is based on assumptions which may prove to be inaccurate

The current and prospective properties of each of the NewRiver Group and the Capital & Regional Group are, or will be, valued by external valuers (as defined in the RICS Valuation – Global Standards ("Red Book")) and, in the case of each of the NewRiver Group and the Capital & Regional Group those valuations are adopted by management for the purposes of their respective financial statements and for determining prices in the context of acquisitions and disposals. Valuations of property and property-related assets are inherently subjective, due to the individual nature of each property. As a result, valuations are subject to a degree of uncertainty (which may be exacerbated in times where there is a relatively low volume of comparable transactional activity). In connection with the Acquisition, NewRiver and its advisers have carried out extensive due diligence on Capital & Regional's real estate portfolio and operations. This included the commissioning of Knight Frank, which values the majority of NewRiver's existing portfolio, to conduct an external valuation of the Capital & Regional portfolio in accordance with the latest version of the Red Book. Taking into account the Knight Frank valuation, the NewRiver Board has determined that a valuation for NewRiver's financial reporting purposes is £350 million. The NewRiver Board recognises that this is different to the Red Book valuation provided by CBRE. NewRiver does not contest the factual accuracy of CBRE's and Knight Frank's valuations or the reasonableness of the assumptions adopted by either valuer.

Moreover, property valuations are made on the basis of assumptions which may not prove to be accurate. Incorrect assumptions or flawed assessments underlying the property valuations could result in asset valuations being overstated or understated, which could negatively affect the financial condition and net assets of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group, and potentially inhibit the ability of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group to realise a sale price that reflects the stated valuation. Further, if the NewRiver Group acquires properties based on inaccurate assumptions, the NewRiver Group's net assets and results of operations may be materially adversely affected. There is no assurance that the valuations of the current and prospective properties of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group will be reflected in the actual transaction prices or that estimated yield and annual rental income will prove to be attainable. In addition, any changes in the NewRiver Group's or, following Completion, the Combined Group's external valuers in the future, as required by current RICS standards, could result in changes to the underlying assumptions applied to value the NewRiver Group's and, following Completion, the Combined Group's properties, which may result in lower valuations for the property portfolio of the NewRiver Group and, following Completion, the Combined Group.

Any increase or decrease in the value of its properties is recorded in the NewRiver Group's income statement in the period during which the revaluation occurs. As a result, the NewRiver Group can have significant non-cash gains and losses from period to period depending on the change in the fair value of its properties, whether or not such properties are sold, and the NewRiver Group and, following Completion, the Combined Group could have, difficulty maintaining its internal target balance sheet gearing ratio and other financial measures.

Any such fluctuations and/or failure to realise transaction prices close to valuation and estimated yields and annual rental incomes envisaged could have a material adverse effect on the business, financial condition and results of operations of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group.

The quality of tenants and occupancy levels at the properties of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group may decline over time as leases expire

There can be no assurance that existing tenants of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group will renew their respective leases on expiry of their existing leases and, if they do not, that new tenants of equivalent standing (or at all) will be found to take up replacement leases. This is particularly the case where a property requires refurbishment or redevelopment following the expiry of the tenancy. Tenants with the benefit of contractual break rights may also exercise these to bring the lease to an end before the contractual termination date. Furthermore, even if renewals are effected or replacement leases granted, there can be no assurance that such renewals or replacement leases will be on terms (including as to rental levels) as favourable as those which exist now or before such termination, nor that the financial strength of tenants who renew their leases or new tenants who replace them will be the same as, or equivalent to, those now existing or existing before such termination. In addition, there can be no assurance that a significant number of existing and/or future leases will not expire at the same time or within a short period of each other, either with respect to any particular property or across all or a large number of properties, thereby concentrating any such occupancy risk within a limited time period.

During void periods, the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group would suffer a rental shortfall and incur additional expenses until the property is re-let. Any prolonged period of reduced occupancy could have an adverse effect on the business, financial condition and/or results of operations the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group.

The NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group may become subject to disputes with tenants and other commercial parties

The NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group may become subject to disputes with tenants, commercial parties with whom it maintains relationships or other commercial parties in the property or related industries. Any such dispute could result in litigation between the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group and the relevant commercial parties. Whether or not any dispute actually proceeds to litigation, the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group may be required to devote significant management time and attention to its successful resolution (through litigation, settlement or otherwise), which would detract from the management's time and resource. Any such resolution could involve the payment of damages or expenses which may be significant, and in addition, any such resolution could involve the agreement of terms that restrict the operation of the business of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group. Any of the foregoing could have an adverse impact on the business, financial condition and/or results of operations of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group.

The NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group may be exposed to future liabilities and/or obligations with respect to the disposal of property investments

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

The NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group may be (i) liable for environmental issues and (ii) subject to increased costs, fines or penalties in connection with energy saving regulations relating to its operations and properties

The NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group may be liable for the costs of removal, investigation or remediation of hazardous or toxic substances located on or in a property currently or previously owned by or leased to it, or which it may own or lease in the future. The costs of any required removal, investigation or remediation of such substances may be substantial. The presence of such substances, or the failure to remediate such substances properly, may also adversely affect the ability of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group to sell or lease the real estate or to borrow using the real estate as security. Laws and regulations, as these may be amended over time, may also impose liability for the release of certain materials into the air or water from a current or former real estate investment, including asbestos, and such release can form the basis for liability to third persons for personal injury or other damages. Other laws and regulations can limit the development of, and impose liability for the disturbance of, wetlands or the habitats of threatened or endangered species.

In addition, there have been proposals to increase minimum EPC requirements to a "C" rating by 2027, and a "B" rating by 2030 (which were postponed indefinitely under the previous Conservative Government, but are anticipated to be reinstated by the new Labour Government), and which would apply to the respective portfolios of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group.

Non-compliance with, or liabilities under, existing or future environmental and energy laws and regulations, including failure to hold the requisite permits or licences (or meet requisite thresholds), could result in fines, penalties, enforcement action, third party claims as well as loss of tenants resulting in a loss of rental income and reputational damage that could have a material adverse effect on the business, financial condition and/or results of operations of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group.

The NewRiver Group and, following Completion, the Combined Group may be insufficiently insured against all losses, damages and limitations of use of its properties

The NewRiver Group's insurance policies are and, following Completion, the Combined Group's insurance policies will be, subject to exclusions of liability and limitations of liability both in amount and with respect to insured loss events.

There are certain types of losses, generally of a catastrophic nature, such as those caused by earthquakes, floods, hurricanes, terrorism or acts of war, that may be uninsurable or, for example, in the case of terrorism, are not economically insurable. Inflation, changes in building codes and ordinances, environmental considerations and other factors, including terrorism or acts of war, also may result in insurance proceeds, if any, being insufficient to repair or replace a property if it is damaged or destroyed. Under such circumstances, the insurance proceeds, if any, may be inadequate to restore economic position of the NewRiver Group and, following Completion, the Combined Group with respect to the affected real estate. Should an uninsured loss or a loss in excess of insured limits occur, the NewRiver Group and, following Completion, the Combined Group could lose capital invested in the affected property as well as anticipated future revenue from that property. In addition, the NewRiver Group and, following Completion, the Combined Group could be liable to repair damage caused by uninsured risks. The NewRiver Group and, following Completion, the Combined Group would also remain liable for any debt or other financial obligation related to that property. There can be no guarantee that the level of insurance cover for the NewRiver Group and, following Completion, the Combined Group now or in the future will be sufficient. No assurance can be given that material losses in excess of insurance proceeds will not occur in the future or that any insurance proceeds will be received at all. If such losses occur and are not covered by insurance and the NewRiver Group and, following Completion, the Combined Group has to make a payment, there could be an adverse effect on the business, financial condition and/or results of operations of the NewRiver Group and, following Completion, the Combined Group.

There is a risk of accidents involving the public at shopping centres and other premises owned by the NewRiver Group and the Capital & Regional Group. Should an accident attract publicity or be of a size and/or nature that is not adequately covered by insurance, the resulting publicity and/or costs could have an adverse impact on the reputation, business, financial condition and results of operations of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group. In such instance, the NewRiver Group's ability to put in place public liability insurance cover in the future may also be adversely affected.

Due diligence may not identify all risks and liabilities in respect of an acquisition and in addition, the NewRiver Group may not have full recourse against a seller in respect of all potential liabilities in relation to acquisitions, whether identified or unidentified

Prior to entering into an agreement to acquire any property, the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group would perform due diligence on the proposed investment. In doing so, it would typically rely, in part, on third parties to conduct a significant portion of this due diligence (including legal reports on title and property valuations). To the extent that the NewRiver Group, the Capital & Regional Group or, following Completion, the Combined Group or other third parties underestimate or fail to identify risks and liabilities associated with the investment in question, the investment may be subject to defects in title; to environmental, structural or operational defects requiring investigation, removal or remediation; or the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group may be unable to obtain necessary permits.

If there is a due diligence failure, there may be a risk that properties are acquired that are purchased for a price which exceeds their realistic value or that properties are acquired that fail to perform in accordance with projections.

As part of any acquisition, the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group will normally receive certain indemnities, representations and/or warranties from the seller(s). However, these indemnities, representations and/or warranties may not cover all potential liabilities associated with the relevant property holding entity or the property itself, whether identified or unidentified, and they are in certain circumstances limited in their scope, duration and/or amount. In certain circumstances, the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group may also obtain warranty and indemnity insurance in respect of certain acquisitions that it may undertake. However, such insurance is subject to exclusions and limitations and may not cover all of the risks which may manifest themselves in connection with a particular acquisition. Accordingly, the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group may not have full recourse against, or otherwise recover in full from, any relevant seller (or insurer) in respect of all losses which it may suffer in respect of a breach of those representations and/or warranties, or in respect of the subject matter of any of the indemnities, or otherwise in respect of the acquisition. In addition, the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group will be dependent on the ongoing solvency of the seller(s) to the extent that it seeks to recover amounts in respect of claims brought under such indemnities, representations and/ or warranties. All of the above could have an adverse impact on the business, reputation, financial condition and/or results of operations of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group.

Failure to identify risks and liabilities in respect of an acquisition, and where the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group does not have full recourse against a seller, could have an adverse impact on its business, financial condition and/or results of operations.

Capital expenditure may be necessary in the future to preserve rental income for the NewRiver Group, the Capital & Regional Group, and, following Completion the Combined Group, however redevelopment, refurbishment and/or expansion potential may be adversely affected by a number of factors

Returns from investment in property depend largely upon the amount of rental income generated from the property and the expenses incurred in the repair, maintenance and management of the property, as well as upon changes in its market value. Development or redevelopment expenditure may be necessary in the future to preserve the rental income generated from and/or the value of properties, and this may affect the profits and/or cashflows of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group.

The potential for the redevelopment, refurbishment and/or expansion of properties may be adversely affected by a number of factors, including constraints on location, planning legislation, availability and/or solvency of contractors and the need to obtain other licences, consents and approvals and the existence of restrictive covenants affecting the title to such property.

The NewRiver Group's capital expenditure and development activities may require substantial capital outlay in the medium term, which the NewRiver Group finances primarily through a combination of cash flow from operations and external borrowings. Such capital expenditure and development activity is at the discretion of the Company up to the point it is contractually committed. If the NewRiver Group has insufficient cash from operations or if debt funding were unobtainable, restricted or accessible solely on unfavourable terms, then the NewRiver Group may either restrict such capital expenditure and development activities or seek additional equity funding. Raising equity could adversely impact the Company's earnings per share and dividends per share and, if the

NewRiver Group were to raise equity capital, there is no guarantee it would be able to do so at the most opportune time and share price. The capital expenditure and development activities of the NewRiver Group and, following Completion, the Combined Group may also be constrained by the NewRiver Group's guidance of retaining a target LTV rate of less than 40 per cent.

Other than pursuant to the Acquisition, the Company has no intention of issuing further equity in the short term in relation capital expenditure and development activities.

Consequently, in relation to some assets, there may not be an opportunity to carry out redevelopment or expansion or refurbishment or enhancement work, which, in each case, may have an adverse effect on the business, financial condition and/or results of operations of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group.

The NewRiver Group and, following Completion, the Combined Group may be unsuccessful in completing development projects as planned, or on commercially favourable terms

Development projects may require substantial capital expenditure and it may also take a considerable amount of time before projects are completed and become income generating. Certain general risks affect development and refurbishment activities, including risks relating to completion, the possibility of construction overruns (both in terms of time and budget) and rising input/ construction costs, the risk of not obtaining, or delays in obtaining, necessary administrative permits, statutory consents and planning permissions and risks relating to the financing of the development. Inaccurate assessment of a development opportunity or a decrease in tenant demand due to competition from other commercial real estate properties or adverse market conditions where the NewRiver Group and, following Completion, the Combined Group has been unable to pre-let developments in advance of completion, could result in a substantial proportion of the development remaining vacant after completion, exerting pressure on the NewRiver Group and, following Completion, the Combined Group to provide rental or capital incentives to tenants or purchasers.

In addition, obligations in development agreements which may give rise to expenditure commitments and the changing economic environment could mean that projects no longer meet the criteria of the NewRiver Group or, following Completion, the Combined Group for development or have an adverse effect on overall liquidity of the NewRiver Group and, following Completion, the Combined Group. Any of these factors could increase the cost of, or could delay or prevent completion of, a project and could result in a delay or loss of revenues or capital invested. In addition, overruns on any new or existing developments (or the insolvency of sub-contractors or failure of sub-contractors to perform obligations) may have an adverse impact on the financial viability of a development project and may lead to the need for additional funding.

Despite insurance cover, the development, restructuring and sale of premises may also give rise to actions being brought against the NewRiver Group and, following Completion, the Combined Group, or entities in which the NewRiver Group and, following Completion, the Combined Group owns an interest, in connection with actual or alleged defects in the property.

Consequently, there can be no assurance that the existing or future development of property by the NewRiver Group and, following Completion, the Combined Group will not have an adverse effect on the business, financial condition and/or results of operations of the NewRiver Group and, following Completion, the Combined Group.

Minority holdings in joint venture companies in which the NewRiver Group and, following Completion, the Combined Group participates from time to time subject it to certain risks of shared ownership and control of the properties affected

The NewRiver Group has one direct investment in an associate entity in which it has a 10 per cent. stake, Sealand S.à.r.l, which owns 100 per cent. of NewRiver Retail (Hamilton) Limited and NewRiver (Sprucefield) Limited. The NewRiver Group and, following Completion, the Combined Group may enter into similar such joint ventures to finance its acquisition, investment and development activity.

Whilst the NewRiver Group and, following Completion, the Combined Group may manage and control the assets that it acquires through such co-investments, by definition, control of such joint venture entities may be shared with or, in certain circumstances, exercised by the joint venture partners of the NewRiver Group and, following Completion, the Combined Group. In particular, certain material decisions relating to joint ventures may require the consent of both joint venture partners or may not require the consent of the NewRiver Group and, following Completion, the Combined Group, which may restrict the ability of the NewRiver Group and, following Completion, the Combined Group to proceed with a planned operational change, acquisition, disposal or development, or the refinancing or repayment of debt. Where relationships with joint venture partners or co-owners deteriorate for any reason, this may potentially give rise to disputes and/or deadlock and, in serious cases, result in the NewRiver Group and, following Completion, the Combined Group being unable to pursue its desired strategy or to exit the co-investment other than on disadvantageous terms.

There may be restrictive provisions and rights which govern acquisitions, sales or transfers of interests in the joint ventures and joint ownership arrangements of the NewRiver Group and, following Completion, the Combined Group. These may affect the ability of the NewRiver Group and, following Completion, the Combined Group to acquire an asset outright onto its own balance sheet, for example, as a consequence of a right of first refusal in a joint venture agreement, to dispose of a property at a time that is most advantageous, for example, by giving the joint venture partner a pre-emptive right and/or requiring the approval of the joint venture partner to the making of a disposal.

In addition, in the event of a joint venture partner being unable to make financial commitments to the relevant asset, it may be difficult to proceed with a particular project relating to an asset or the NewRiver Group may have increased financial exposure as it may be jointly and severally liable under the terms of the joint venture agreement with the joint venture partner. The ability of the NewRiver Group and, following Completion, the Combined Group to recover any such monies from a joint venture partner may be limited.

Furthermore, the bankruptcy, insolvency or severe financial distress of one of the NewRiver Group's and, following Completion, the Combined Group's joint venture partners could materially and adversely affect the relevant joint venture or joint venture property. The NewRiver Group and, following Completion, the Combined Group may have a right to acquire the joint venture or the relevant joint venture property, but the NewRiver Group and, following Completion, the Combined Group may not wish to do so, may be unable to agree an appropriate price and other terms on which to do so or may not have sufficient funds available to do so, any of which could lead to a third party acquiring such an interest or the joint venture's insolvency, both of which may have uncertain outcomes for the NewRiver Group and, following Completion, the Combined Group and could have an adverse impact on the business reputation, financial condition and/or results of operations of the NewRiver Group and, following Completion, the Combined Group. Further, if a joint venture has incurred recourse obligations, the insolvency of a joint venture partner may, in certain circumstances, result in the NewRiver Group and, following Completion, the Combined Group assuming a liability for a greater portion of those obligations than it would otherwise bear.

Any of the foregoing could have an adverse impact on the business, financial condition and/or results of operations of the NewRiver Group and, following Completion, the Combined Group.

3. Risks relating to financing

The NewRiver Group and the Capital & Regional Group each have material credit facilities and indebtedness and their credit facilities contain various covenants which, if not complied with, could require accelerated repayment, thereby materially adversely affecting the NewRiver Group's, the Capital & Regional Group's and, following Completion, the Combined Group's business, financial condition and results of operations

As at 31 March 2024, the NewRiver Group had £304 million of gross external debt outstanding, including its share of debt in joint ventures. The NewRiver Group's obligation to make scheduled interest payments on its indebtedness and to maintain its covenants, in relation to both its own outstanding debt and, following Completion, any outstanding debt of the Capital & Regional Group, could limit its financial and operational flexibility. For example, by restricting its ability to develop a property, carry out an extension to an existing property or to pursue active asset management opportunities with tenants. This could have an adverse impact on the business, financial condition and/or results of operations of the NewRiver Group and, following Completion, the Combined Group in the medium to long term. The NewRiver Group's indebtedness has not restricted its property development or acquisition activities to date and the NewRiver Directors do not expect it to do so in the next 18 months.

The NewRiver Group's financing facilities, as well as the Capital & Regional Group's facilities, contain covenants requiring the maintenance of certain specified financial ratios. If market conditions were to deteriorate significantly, there is a risk that existing financial covenants could be breached, particularly covenants based on loan-to-value ratios (for example, if property valuations fall significantly) and interest cover ratios (for example, if income falls or non-hedged interest rates rise significantly). Breach of such covenants, whether as a result of declining property values or otherwise, could, subject to any applicable waiver or agreement, result in the facilities being withdrawn or becoming immediately repayable, potentially requiring the NewRiver Group and, following Completion, the Combined Group to dispose of assets at significantly less than full value.

In addition, the Mall Asset Facility Agreement may impose further restrictions, including on the management of the property underlying the facility, performance conditions and the ability to withdraw cash from the structure, as covenant levels deteriorate toward the point of breach. Any cross-default provisions in the Mall Asset Facility Agreement, could magnify the effect of an individual default if such provisions were exercised by the lenders under the Mall Asset Facility Agreement. The terms of the Mall Asset Facility Agreement permit the borrower to remedy any breach by setting aside additional capital or prepaying the loan.

The Directors expect to be able to maintain the relevant financial ratios for at least the next 18 months. In the event that there is any breach in the longer term, it could have an adverse impact on the business, financial condition and/or results of operations of the Capital & Regional Group and, following Completion, the Combined Group. With the exception of one, all Capital & Regional Group's facilities will be repaid on Completion.

Certain borrowings by the Capital & Regional Group and any failure to meet the requirements of the debts incurred may have an adverse effect on the business, financial condition and results of operations of the Capital & Regional Group and, following Completion, the Combined Group

As noted above, on Completion, with the exception of the Mall Asset Facility Agreement, all of Capital & Regional's current facilities will be repaid.

In the event of any failure by the Capital & Regional Group to meet the requirements of the Mall Asset Facility Agreement (including repayment of the outstanding liabilities) then the secured parties under the Mall Asset Facility Agreement would be able to accelerate the loan and enforce their security. This may involve the sale of any of the secured assets. In the event that the secured parties under the Mall Asset Facility Agreement were to pursue such a sale, then there is a risk that the value received in respect of those secured assets may be lower than the value at which the investment (or the Capital & Regional Group's share) was previously recorded. If the secured parties were to enforce their security over any of the secured assets, the Capital & Regional Group and, following Completion, the Combined Group would likely suffer reputational damage which could result in lender unwillingness to extend additional finance and significantly raise the future borrowing costs of the Capital & Regional Group and, following Completion, the Combined Group.

The Directors expect to be able to meet the requirements of the Capital & Regional Group borrowings for at least the next 18 months. In the event that there is any breach in the longer term, it could have an adverse impact on the business, financial condition and/or results of operations of the Capital & Regional Group and, following Completion, the Combined Group.

4. Risks relating to law, regulation and taxation

The NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group may face legal and regulatory restrictions or liabilities, in addition to changes in law or regulation or decisions by governmental bodies or regulators which may lead to increased political and economic uncertainty

The NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group is, and will be, required to comply with a variety of laws and regulations of local and national authorities, including planning, compulsory purchase orders, zoning, environmental, fire, health and safety, tax, landlord and tenant and other laws and regulations. If any of the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group fails to comply with these laws and regulations, penalties or private damages awards may be payable.

The UK Government held a General Election on 4 July 2024, the result of which was a significant majority for the Labour Party. Following the election, the Government may introduce or pursue different legal, economic and/or social policies to those pursued previously, which may result in changes to legislation and regulations which may adversely impact the UK retail real estate market (for example changes to how business rates are calculated and paid) and to the attitude of consumers and consequently investors to retail and leisure property which may materially adversely affect the business, financial condition and/or results of operations the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group.

Changes in existing laws or regulations, or in their interpretation or enforcement, could require the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group to incur additional costs in complying with those laws, or require changes to its investment strategy, operations or accounting and reporting systems, leading to additional costs, tax liabilities or loss of revenue, which could materially adversely affect the business, financial condition and/or results of operations the NewRiver Group, the Capital & Regional Group and, following Completion, the Combined Group.

A change in the NewRiver Group's and, following Completion, the Combined Group's tax status or in taxation legislation in the UK could adversely affect profits and portfolio value and/or returns to NewRiver Shareholders

The levels of and reliefs from taxation may change, adversely affecting the financial prospects of the NewRiver Group and, following Completion, the Combined Group and/or the returns payable to NewRiver Shareholders. The taxation of an investment in the Company and the availability and value of tax reliefs depends on the individual circumstances of NewRiver Shareholders.

Any change in the tax status of the NewRiver Group and, following Completion, the Combined Group or in taxation legislation in the UK or any country where the NewRiver Group and, following Completion, the Combined Group has, or may in the future have, assets or operations (including a change in interpretation of such legislation) could affect the value of the assets held by the NewRiver Group and, following Completion, the Combined Group or affect its ability to achieve its investment objectives or provide favourable returns to NewRiver Shareholders. In particular, an increase in the rates of stamp duty land tax could have a material impact on the price at which UK land can be acquired, and therefore on asset values. Any such change could also adversely affect the net amount of any dividends payable to NewRiver Shareholders and/or the price of Ordinary Shares.

There are tax and other risks associated with the NewRiver Group's REIT status

The NewRiver Group is a group UK real estate investment trust ("**REIT Group**") and must comply with certain ongoing regulations and conditions. The NewRiver Group currently benefits, and will after Completion continue to benefit, from REIT Group status. The requirements for maintaining REIT status are, however, complex. Furthermore, there may be changes subsequently introduced (including changes in interpretation) to the requirements for maintaining REIT status.

Prospective investors should note that there is no guarantee that the NewRiver Group will continue to maintain REIT status (whether by reason of failure to satisfy the conditions for REIT status or otherwise). The Company cannot guarantee that it or, following Completion, the Combined Group will maintain continued compliance with all of the REIT conditions and there is a risk that the REIT Regime may cease to apply in some circumstances. HMRC may require the Company to exit the REIT Regime if:

- it regards a breach of the conditions or an attempt to obtain a tax advantage as sufficiently serious;
- the Company or the REIT Group fails to satisfy certain conditions relating to the REIT regime;
- if the REIT Group has committed a certain number of breaches of the conditions in a specified period; or
- if HMRC has given the REIT Group at least two notices in relation to the obtaining of a tax advantage within a ten-year period.

In addition, if the conditions for REIT Group status relating to the share capital of the Company or the prohibition on entering into certain prohibited loans with abnormal returns are breached, or the Company ceases to be UK tax resident, becomes dual tax resident or an open-ended investment company, the NewRiver Group and, following Completion, the Combined Group will automatically lose its REIT status. The NewRiver Group and, following Completion, the Combined Group could therefore lose its status as a REIT as a result of actions by third parties, for example, in the event of a successful takeover by a company that is not a REIT. Alternatively, the NewRiver Group and, following Completion, the Combined Group may voluntarily give notice to cease to be a REIT.

If the NewRiver Group and, following Completion, the Combined Group fails to remain qualified as a REIT, members of the NewRiver Group and, following Completion, the Combined Group may be subject to UK corporation or income tax on some or all of their property rental income and chargeable gains on the sale of properties which would reduce the amounts available to distribute to investors.

If the REIT Group were to be required to leave the REIT Regime, HMRC has wide powers to direct how it would be taxed (both before and after it leaves the REIT Regime), including in relation to the date on which the NewRiver Group and, following Completion, the Combined Group would be treated as exiting the REIT Regime which could have a material impact on the financial condition of the NewRiver Group and, following Completion, the Combined Group and, as a result, shareholder returns. In addition, incurring a tax liability might require the REIT Group to borrow funds, liquidate some of its assets or take other steps that could negatively affect its operating results. A NewRiver Shareholder's returns from its shareholding in the Company may differ or change fundamentally if the NewRiver Group and, following Completion, the Combined Group fails or ceases to maintain its REIT status.

If the Company is acquired by an entity that is not a REIT, the NewRiver Group and, following Completion, the Combined Group is likely in most cases to fail to meet the requirements for being a REIT. If so, the NewRiver Group and, following Completion, the Combined Group will be treated as leaving the REIT Regime at the end of the accounting period preceding the takeover and will cease from the end of that accounting period to benefit from the REIT Regime's tax exemptions.

The NewRiver Group monitors activities which could lead to a future breach of the balance of business income and asset tests, or which could give rise to significant taxable income for the NewRiver Group and, following Completion, the Combined Group notwithstanding its REIT status. Whilst the NewRiver Group monitors these business areas, it is possible that tax charges will arise from profits that relate to these activities. In addition, if the scale of the taxable business income and assets becomes substantial this could ultimately result in the NewRiver Group and, following Completion, the Combined Group exiting the REIT Regime.

All of the above matters may have a material adverse effect on the business, financial condition and/or results of operations of the NewRiver Group and, following Completion, the Combined Group.

The Company's status as a REIT may restrict distribution opportunities to certain NewRiver Shareholders

As a REIT, the Company may become subject to an additional tax charge if it pays a dividend to, or in respect of, a company or certain corporate bodies beneficially entitled (directly or indirectly) to 10 per cent. or more of the Ordinary Shares or dividends of the Company or which controls (directly or indirectly) 10 per cent. or more of the voting rights of the Company (an "**Excessive Shareholder**"). This additional tax charge will not be incurred if the Company has taken reasonable steps to avoid paying distributions to an Excessive Shareholder. Therefore, the Articles contain provisions designed to avoid the situation where dividends may become payable to an Excessive Shareholder. The Articles: (i) provide the NewRiver Directors with powers to identify Excessive Shareholders, including giving notice to a NewRiver Shareholder requiring it to provide such information as the NewRiver Directors may require to establish whether or not it is an Excessive Shareholder; (ii) provide the NewRiver Directors with powers to prohibit the payment of dividends on Ordinary Shares that form part of an Excessive Shareholder's shareholding (an "**Excessive Shareholding**"), unless certain conditions are met; (iii) allow dividends to be paid on Ordinary Shares that form part of an Excessive Shareholding where the Excessive Shareholder has disposed of its rights to dividends on its Ordinary Shares; (iv) seek to ensure that if a dividend is paid on Ordinary Shares that form part of an Excessive Shareholding and certain arrangements are not met, the Excessive Shareholder concerned does not become beneficially entitled to that dividend; and (v) provide the NewRiver Directors with powers if certain conditions are met, to require (I) an Excessive Shareholder; or (II) a Shareholder who has not complied with a notice served; or (III) a NewRiver Shareholder who has provided materially inaccurate or misleading information in relation to the Excessive Shareholder provisions of the Articles, to dispose of such number of their Ordinary

Shares as the NewRiver Directors may specify, or to take such other steps as will cause the NewRiver Directors to believe the relevant NewRiver Shareholder is no longer an Excessive Shareholder. Whilst the Company does not expect there to be an Excessive Shareholder in the Combined Group by virtue of the Scheme becoming Effective, if and to the extent there is an Excessive Shareholder in the Combined Group, the Company intends to take reasonable steps to avoid paying distributions to such Excessive Shareholder.

All of the above matters may have a material adverse effect on the business, financial condition and/or results of operations of the NewRiver Group and, following Completion, the Combined Group.

The NewRiver Group's and, following Completion, the Combined Group's status as a REIT may restrict business opportunities

The REIT distribution requirements potentially limit the ability of the NewRiver Group and, following Completion, the Combined Group to fund acquisitions and capital expenditures through retained income earnings. To maintain REIT status and as a result of obtaining full exemption from UK corporation tax on the profits of the qualifying Property Rental Business of the REIT Group, the Company is required to distribute annually to NewRiver Shareholders an amount sufficient to meet the 90 per cent. distribution test by way of Property Income Distributions ("**PIDs**"). The Company would be required to pay tax at regular UK corporation tax rates on any shortfall to the extent that it distributes as PIDs less than the amount required to meet the 90 per cent. distribution test for each accounting period. Therefore, the ability of the NewRiver Group and, following Completion, the Combined Group to fund acquisitions and other capital expenditures would be limited if the Company were unable to obtain further debt or issue further shares.

Further, differences in timing between the receipt of cash and the recognition of income for the purposes of the REIT rules and the effect of any potential debt amortisation payments could require the Company to borrow funds to meet the distribution requirements that are necessary to achieve the full tax benefits associated with qualifying as a REIT, even if the then-prevailing market conditions are not favourable for these borrowings.

As a result of these factors, the constraints of maintaining REIT status could limit the NewRiver Group's and, following Completion, the Combined Group's flexibility to make investments.

5. Risks to the Company as a result of the Acquisition

The Acquisition is subject to the Conditions which may not be satisfied or waived

Completion of the Acquisition is subject to the Conditions being satisfied (or, if permitted, waived) which include:

- approval of the Scheme by the requisite majority of Scheme Shareholders, and approval of the Capital & Regional Resolutions by the requisite majority of Capital & Regional Shareholders, at the Capital & Regional Meetings;
- the sanction of the Scheme by the Court; and
- delivery of the Court Order to the Registrar of Companies; and
- the FCA and the London Stock Exchange having acknowledged to NewRiver or its agent (and such acknowledgements not having been withdrawn) that: (i) the Admission of the Consideration Shares to the Official List has been approved and (after satisfaction of any conditions to which such approval is expressed to be subject) will become effective as soon as a dealing notice has been issued by the FCA and any listing conditions have been satisfied; and (ii) the Consideration Shares will be admitted to trading on the Main Market.

There is no guarantee that the Conditions will be satisfied in the necessary time frame (or waived, if applicable) and the Acquisition may, therefore, be delayed or not complete. Delay in completing the Acquisition will prolong the period of uncertainty for the NewRiver Group and the Capital & Regional Group and both delay and failure to complete may result in the accrual of additional costs to their businesses (for example, there may be an increase in costs in relation to the preparation and issue of documentation or other elements of the planning and implementation of the Acquisition) without any of the potential benefits of the Acquisition having been achieved. In addition, NewRiver's and Capital & Regional's respective management teams would have spent time in connection with the Acquisition, which could otherwise have been spent more productively in connection with the other activities of the NewRiver Group and the Capital & Regional Group, as applicable. Therefore, the aggregate consequences of a material delay in completing, or failure to complete, the Acquisition may have a material adverse effect on the business, results of operations and financial condition of the NewRiver Group and the Capital & Regional Group.

NewRiver's ability to invoke a Condition (other than Scheme or Admission related conditions) to the Acquisition to either lapse the Acquisition or to delay the Acquisition is subject to the Takeover Panel's consent. The Takeover Panel will need to be satisfied that the underlying circumstances are of "material significance" to the NewRiver Group in the context of the Acquisition and this is a high threshold to fulfil. Consequently, there is a significant risk that the NewRiver Group may be required to complete the Acquisition even where certain Conditions have not been satisfied or where a material adverse change has occurred to the Capital & Regional Group. If any of the events described above were to occur, they may result in additional costs and/or the delay or the failure (partial or otherwise) to realise the financial benefits and synergies relating to the Acquisition identified by the parties or may otherwise impact the Company's strategy and operations.

If the Acquisition completes, the integration of the Capital & Regional Group with the NewRiver Group could result in operating difficulties and other adverse consequences

If the Acquisition completes, the process of integrating Capital & Regional and its subsidiaries into the NewRiver Group may create unforeseen operating difficulties and expenditures and pose management, administrative and financial challenges. Specifically, integrating operations and personnel and pre-completion or post-completion costs may prove more difficult and/or expensive than anticipated, thereby rendering the value of the Capital & Regional Group less than the value paid. The integration of the Capital & Regional Group may require significant time and effort on the part of the Company and the NewRiver Group's management. The challenges of integrating the Capital & Regional Group may also be exacerbated by differences between the NewRiver Group's and the Capital & Regional Group's operational and business culture, the need to implement cost-cutting measures, difficulties in maintaining internal controls and difficulties in establishing control over cash flows and expenditures. Such difficulties in successfully integrating Capital & Regional could have an adverse effect on the Company's financial condition and results of operations.

The NewRiver Group may fail to realise the business growth opportunities, revenue benefits, cost savings and synergies, operational efficiencies and other benefits anticipated from the Acquisition

The NewRiver Board believes that the Acquisition will result in long term cost savings as well as other operating efficiencies and increase business growth opportunities, revenue benefits and other benefits for the NewRiver Group. This belief constitutes an important and significant part of the business rationale for the Acquisition. However, these expected business growth opportunities, revenue benefits, cost savings and other operational efficiencies and other benefits may not develop, for various reasons, including because the assumptions upon which the NewRiver Board determined the process of integration and the proposed cost savings may prove to be incorrect.

Under any of these circumstances, the business growth opportunities, revenue benefits, cost savings and other synergies and benefits anticipated by the NewRiver Board to result from the Acquisition may not be achieved as expected, or at all, or may be delayed, or may involve additional costs. To the extent that the NewRiver Group incurs higher integration costs or achieves lower revenue benefits or fewer cost savings than expected, the NewRiver Group's operating results, and prospects and the price of Ordinary Shares may suffer.

Certain Capital & Regional Group agreements contain change of control provisions that may be triggered by the Acquisition and that, if acted upon or not waived, could cause the Combined Group to lose the benefit of such agreements

The Capital & Regional Group is party to, or may be party to after the date of this document, various agreements, with third parties that contain change of control provisions that may be triggered upon the Effective Date. Agreements with such provisions may provide for or permit the termination of the agreement upon the occurrence of a change of control, unless such right is waived by the relevant counterparties. In the event that there is such a contract or arrangement requiring a consent or waiver in relation to the Acquisition, for which such consent or waiver is not obtained, the Combined Group could lose the benefit of the underlying agreement and incur liabilities, which could have an adverse effect on the business, results of operations, financial condition and/or prospects of the Combined Group.

6. Risks relating to the Ordinary Shares

The market price of Ordinary Shares may fluctuate in response to a number of factors, many of which are outside the Company's control

The market price of the Ordinary Shares may fluctuate significantly due to a change in sentiment in the market regarding the Company's business, financial condition or results of operations. Such fluctuations may be influenced by a number of factors beyond the Company's control including, but not limited to, actual or anticipated changes in the NewRiver Group's and, following Completion, the Combined Group's performance or that of its competitors, the expectations and recommendations of analysts who cover the NewRiver Group's business and industry, regulatory changes affecting the NewRiver Group's operations, large sales or purchases of Ordinary Shares (or the perception that such transactions may occur) and general market and economic conditions.

Stock markets have from time to time experienced significant price and volume fluctuations that have affected the market prices for securities and these changes in market prices may have been unrelated to the operating performance or prospects of the businesses to which the securities relate. Stock market conditions are affected by many factors including, but not limited to, the supply and demand of capital; general economic, industry and political conditions; movements in, or outlook on, interest rates and inflation rates; currency fluctuations; commodity prices; changes in investor sentiment and terrorist activity. Furthermore, the NewRiver Group's and, following Completion, the Combined Group's operating results and prospects from time to time may be below the expectations of market analysts and investors. Any of these factors could influence the market price of the Ordinary Shares.

For all or any of these reasons, the market price of the Ordinary Shares may go down as well as up. Consequently, investors may not recover their original investment and could lose all of it.

There can be no assurance that the Company will be able to pay dividends in the future

As the Company is a holding company, its ability to pay dividends is affected by the underlying investment performance of the NewRiver Group and, following Completion, the Combined Group, as a whole, and the receipt of dividends from its subsidiaries. Under English law, a company may only pay dividends to the extent that it has distributable reserves and cash available for that purpose. Furthermore, notwithstanding the Company's bi-annual dividend programme, the Company may not pay dividends if the Directors believe that this would cause the Company to be less than adequately capitalised or if for any other reason the Directors determine, in the exercise of their statutory duties as directors, that it would not promote the success of the Company or be in its best interests to do so. Future dividends will depend on, amongst other things, the NewRiver Group's and, following Completion, the Combined Group's future profits, financial position, working capital requirements, general economic conditions and other factors that the Directors deem significant from time to time.

Use of gearing increases volatility in net asset value per Ordinary Share

Prospective investors should be aware that, whilst the use of borrowings should emphasise the increase in net asset value of the Ordinary Shares where the value of the NewRiver Group's underlying assets is rising, it could also emphasise the fall in net asset value of the Ordinary Shares if the underlying asset value is falling. In addition, in the event that the rental income of the NewRiver Group's and, following Completion, the Combined Group's property portfolio falls, the use of borrowings will increase the impact of such falls on the profitability of the NewRiver Group and, following Completion, the Combined Group and, accordingly, this would have an adverse effect on the NewRiver Group's and, following Completion, the Combined Group's profits and the Company's ability to pay dividends to NewRiver Shareholders in the future.

NewRiver Shareholders may be exposed to fluctuations in currency exchange rates

NewRiver Shareholders based outside the United Kingdom may be exposed to fluctuations in currency exchange rates. The Ordinary Shares are priced in sterling and are quoted and traded in sterling. In addition, any dividends that the Company may declare will be paid in sterling. Accordingly, NewRiver Shareholders resident in non-UK jurisdictions are subject to risks arising from adverse movements in the value of their local currencies against sterling, which may reduce the value of the Ordinary Shares as well as that of any dividends paid.

Future sales of Ordinary Shares in the public market could depress the market price

Sales of a substantial number of Ordinary Shares in the public market, or the perception that these sales might occur, could depress the market price of the Ordinary Shares. Any future issue of shares will further dilute the holdings of NewRiver Shareholders and could adversely affect the market price of the Ordinary Shares.

Other than in connection with the Acquisition, the Company has no current plans for an offering of shares apart from possible offerings in relation to employee share plans. However, it is possible that the Company may decide to offer additional shares in the future either to raise capital or for other purposes. If NewRiver Shareholders did not take up such offer of shares or were not eligible to participate in such offering, their proportionate ownership and voting interests in the Company would be reduced and the percentage that their Ordinary Shares would represent of the total share capital of the Company would be reduced accordingly. An additional offering could therefore have a material adverse effect on the market price of Ordinary Shares as a whole.

There can be no guarantee that the price of the Ordinary Shares will equal the underlying value of the assets held by the NewRiver Group

There is no guarantee that the price of the Ordinary Shares will reflect fully the underlying value of the assets held by the NewRiver Group and, following Completion, the Combined Group. As well as being affected by the underlying value of the assets held, the market value of the Ordinary Shares will, amongst other factors, be influenced by their dividend yield, market sentiment and the supply and demand for the Ordinary Shares in the market. As such, the market value of the Ordinary Shares may vary considerably from the underlying value of the assets of the NewRiver Group and, following Completion, the Combined Group.

Investment in the Ordinary Shares carries certain general risks associated with investment in securities

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

The price of the Ordinary Shares, like shares in all investment companies, may fluctuate independently of the underlying value of the assets held by the NewRiver Group and, following Completion, the Combined Group and may trade at a discount or premium at different times, depending on factors such as supply and demand for the Ordinary Shares, market conditions and general investor sentiment.

It may be difficult for NewRiver Shareholders to realise their investment and there may not be a liquid market in the Ordinary Shares

The price at which the Ordinary Shares trade and the price at which investors may realise their investment is influenced by a large number of factors, some specific to the Company and its investments and some which may affect companies generally. Admission should not be taken as implying that there will be a liquid market for the Ordinary Shares. Consequently, the market price may be subject to greater fluctuation on small volumes of trading of Ordinary Shares and the Ordinary Shares may be difficult to sell at a particular price.

NewRiver Shareholders do not have a right for their Ordinary Shares to be redeemed and the Company does not have a definite life. While the NewRiver Directors retain the right to effect repurchases of Ordinary Shares, they are under no obligation to use such powers or to do so at any time and NewRiver Shareholders should not place any reliance on the willingness of the Directors so to act. NewRiver Shareholders wishing to realise their investment in the Company may therefore be required to dispose of their Ordinary Shares in the market. There can be no guarantee that a liquid market in the Ordinary Shares will be maintained or that the Ordinary Shares will trade at prices close to their underlying NAV. Accordingly, NewRiver Shareholders may be unable to realise their investment at such NAV or at all.

There may be a limited number of holders of Ordinary Shares. Limited holders of Ordinary Shares may mean that there is limited liquidity in the Ordinary Shares which may affect: (i) an investor's ability to realise some or all of his investment; and/or (ii) the price at which such investor can effect such realisation; and/or (iii) the market price of the Ordinary Shares.

NewRiver Shareholders will experience dilution in their ownership of the Company

The unavoidable effect of the Acquisition becoming Effective will be a reduction in the proportionate ownership and voting interests in the Company of existing NewRiver Shareholders (except to the extent that they are also Capital & Regional Shareholders). Assuming that the maximum number of Consideration Shares are issued to Capital & Regional Shareholders, and assuming that there is no other issue of NewRiver Shares or Capital & Regional Shares between the Last Practicable Date and the date of Completion, each NewRiver Shareholder will suffer a maximum dilution of up to approximately 21 per cent. to their ownership and voting interests in the Company.

Shareholders' ownership and voting interests may be diluted as a result of further issues of Ordinary Shares

Following the Acquisition, the Company may issue further Ordinary Shares subject to the Company having the requisite shareholder authorities and in compliance with applicable law (although, other than pursuant to the Acquisition, the Company has no intention of issuing further equity in the short term in relation to any acquisitions it may make). The Companies Act contains statutory pre-emption rights for Shareholders in relation to issues of shares in consideration for cash. Where statutory pre-emption rights are disapplied, any further issues of Ordinary Shares will be dilutive to the ownership and voting interests of those NewRiver Shareholders who cannot, or choose not to, participate in such issues.

In addition, the securities laws of certain jurisdictions may restrict the Company's ability to allow the participation of non-UK Shareholders in future offerings. Any such non-UK Shareholder who is unable to participate in future equity offerings may suffer dilution.

The ability of Overseas Shareholders to bring actions or enforce judgments against the Company or the Directors may be limited

The ability of Overseas Shareholders to bring actions or enforce judgments against the Company or the NewRiver Directors may be limited under law. The Company has been formed and registered under the laws of England and Wales. The rights of Overseas Shareholders and the fiduciary duties that are owed to them and the Company may differ in material respects from the rights and duties that would be applicable if the Company were organised under the laws of a different jurisdiction.

An Overseas Shareholder may be unable to enforce a judgment against some or all of the Directors. All of the current NewRiver Directors are residents of the United Kingdom. Consequently, it may not be possible for an Overseas Shareholder to effect service of process on the NewRiver Directors within the Overseas Shareholder's country of residence nor to enforce against the NewRiver Directors' judgments of courts of the Overseas Shareholder's country of residence based on civil liabilities under that country's securities laws. Overseas Shareholders may be unable to enforce any judgments in civil and commercial matters or any judgments under the securities laws of countries outside the United Kingdom against the NewRiver Directors who are residents of the United Kingdom or countries other than those in which a judgment is made. In addition, English or other courts may not impose civil liability on the NewRiver Directors in any original action based solely on foreign securities laws brought against the Company or the NewRiver Directors in a court of competent jurisdiction in England or other countries.

US and other Overseas Shareholders may be unable to participate in future equity offerings

Holders of Ordinary Shares will, in certain cases, be entitled to pre-emption rights to subscribe for shares to be issued in connection with an increase in the Company's share capital, unless such rights have been waived by a resolution at a NewRiver Shareholders' meeting. US and certain other Overseas holders of Ordinary Shares will usually be excluded from exercising any such pre-emption rights they may have, unless exemptions from any overseas securities law requirements are available. There can be no certainty that the Company will utilise any such exemption from applicable overseas securities law requirements that might enable US or other non-UK holders to exercise such pre-emption rights.

Important information

General

No broker, dealer or other person has been authorised by the Company to issue any advertisement or to give any information or to make any representations in connection with the offering or sale of Consideration Shares other than those contained in the Prospectus and, if issued, given or made, such advertisement, information or representation must not be relied upon as having been authorised by the Company, the Joint Brokers or Kinmont or any of their respective affiliates, officers, directors, employees or agents.

No person has been authorised to give any information or to make any representations other than those contained in this document and, if given or made, such information or representation must not be relied on as having been authorised by the Company, the Joint Brokers or Kinmont. Without prejudice to the Company's obligations under the UK Prospectus Regulation, the Prospectus Regulation Rules, the UK Listing Rules, the UK Market Abuse Regulation and the Disclosure Guidance and Transparency Rules, neither the delivery of the Prospectus nor any purchase of NewRiver Shares made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the Company or the NewRiver Group since, or that the information contained in the Prospectus is correct as at any time subsequent to, the date of the Prospectus. No statement in this document is intended as a profit forecast.

The contents of this document are not to be construed as advice relating to legal, financial, taxation, investment or any other matters. Prospective investors should inform themselves as to:

- the legal requirements within their own countries for the subscription for, purchase, holding, transfer or other disposal of Consideration Shares;
- any foreign exchange restrictions applicable to the subscription for, purchase, holding, transfer or other disposal of Consideration Shares which they might encounter; and
- the income and other tax consequences which may apply in their own countries as a result of the subscription for, purchase, holding, transfer or other disposal of Consideration Shares.

None of the Company, the Joint Brokers or Kinmont, or any of their respective representatives is making any representation to an offeree or purchaser under the laws applicable to such offeree or purchaser. Prospective investors should consult with and must rely upon their own representatives, including their own legal advisers and accountants, as to legal, tax, business, investment or any other related matters concerning the Company and an investment in the Consideration Shares.

Your attention is drawn to the letter from the Chair, which is set out in Part 1 (*Letter from the Chair*) of this document on pages 45 to 63 of this document. You should read the entire document and any documents incorporated by reference, but your attention is also drawn to the section of this document headed "Risk Factors" which sets out certain risks and other factors that should be considered by Shareholders when deciding on what action to take in relation to the Proposals. Prospective investors should rely only on the information contained in the Prospectus.

All Shareholders are entitled to the benefit of, are bound by, and are deemed to have notice of, the provisions of the Company's memorandum of association and the Articles which investors should review. A summary of the Articles is contained in paragraph 6 of Part 8 (*Additional Information*) of this document under the section headed "Articles of Association".

Statements made in this document are based on the law and practice in force in England and Wales as at the date of this document and are subject to changes therein.

Forward-looking statements

This document and the information incorporated by reference into this document contains statements which are, or may be deemed to be, "forward-looking statements" which are prospective in nature. All statements other than statements of historical fact are forward-looking statements. They are based on intentions, beliefs or current expectations and projections about future events of the Directors, the Company, the NewRiver Group, the Capital & Regional Group and/or the Combined Group and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of forward-looking words such as "plans", "expects", "is expected", "is subject to", "budget", “scheduled”, “estimates”, “forecasts”, “goals”, “intends”, “anticipates”, “believes”, “targets”, “aims” or “projects”. Words or terms of similar substance or the negative thereof, are forward-looking statements, as well as variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “should”, “would”, “might” or “will” be taken, occur or be achieved. Such statements are qualified in their entirety by the inherent risks and uncertainties surrounding future expectations.

Forward-looking statements include statements relating to: (a) future capital expenditures, expenses, revenues, earnings, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects; (b) business and management strategies and the expansion and growth of the NewRiver Group’s and, following Completion, the Combined Group’s, operations; and (c) the effects of economic conditions on the NewRiver Group’s and, following Completion, the Combined Group’s business.

Such forward-looking statements involve known and unknown risks and uncertainties that could significantly affect expected results and are based on certain key assumptions. Many factors may cause actual results, performance or achievements of the NewRiver Group and/or Capital & Regional Group and, following Completion, the Combined Group, to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Important factors that could cause actual results, performance or achievements of the NewRiver Group and/or Capital & Regional Group and, following Completion, the Combined Group, to differ materially from the expectations of the NewRiver Group and/or Capital & Regional Group include, among other things, general political, business and economic conditions, industry and market trends, competition, changes in government and changes in law, regulation and policy, including in relation to taxation as well as political and economic uncertainty, stakeholder perception of the NewRiver Group and/or Capital & Regional Group and, following Completion, the Combined Group, and/or the sectors or markets in which they operate and other factors discussed in the “Risk Factors” section of this document. Such forward-looking statements should therefore be construed in light of such factors.

None of the Company nor any of its Directors, officers or advisers, the Joint Brokers or Kinmont provide any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this document will actually occur. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as at the date of this document.

The statements above relating to forward-looking statements should not be construed as a qualification on the Company’s working capital statement in paragraph 9 of Part 8 (*Additional Information*) of this document.

Other than in accordance with its legal or regulatory obligations (including under the UK Listing Rules, the Disclosure Guidance and Transparency Rules, the UK Prospectus Regulation, the Prospectus Regulation Rules and MAR), neither the Company, the Joint Brokers or Kinmont are under any obligation to, and each of the Company the Joint Brokers and Kinmont expressly disclaim any intention or obligation to, update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Presentation of financial information and other data

Market, economic and industry data

This document includes certain market, economic and industry data which were obtained by the Company from industry publications, data and reports compiled by professional organisations, analysts and data from other external sources. Where information has been referenced in this document, the source of that third party information has been disclosed.

Industry publications generally state that the information they contain has been obtained from sources believed to be reliable but that the accuracy of such information is not guaranteed and that the projections they contain are based on a number of significant assumptions. The Company confirms that information sourced from a third party has been accurately reproduced and, as far as the Directors are aware and have been able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading. In addition, in many cases, the Company has made statements in this document regarding the NewRiver Group's industry and its position in the industry based on internal surveys and data as well as its own experience.

Illustrative information on the Combined Group

In this document, certain illustrative operating information is presented to illustrate the effect of the Acquisition and the performance and position of the Combined Group on a historical basis. The bases and sources of this information are set out below. This information addresses hypothetical situations and therefore does not represent the Combined Group's performance or position, nor is it indicative of the performance or position that may, or may not, be expected to be achieved in the future.

Pro forma financial information

In this document, any reference to "pro forma" financial information is to information which has been extracted without material adjustment from the Unaudited Pro Forma Financial Information contained in Part 6 (*Unaudited Pro Forma Financial Information of the Combined Group*) of this document. The Unaudited Pro Forma Financial Information is for illustrative purposes only. Because of its nature, the pro forma financial information addresses a hypothetical situation and, therefore, does not represent the actual financial position or results of the NewRiver Group, the Capital & Regional Group or the Combined Group. Future results of operations may differ materially from those presented in the Unaudited Pro Forma Financial Information due to various factors.

Property valuations

Save as set out in the valuation reports, all property valuations included in this document are based on the "fair value" under IFRS, which is derived from the external property valuers' assessment of fair value.

No profit forecast

No statement in this document or incorporated by reference into this document (including any statement of estimated synergies) is intended as a profit forecast or profit estimate for any period and no statement in this document or incorporated by reference into this document should be interpreted to mean that the earnings or earnings per share of NewRiver, Capital & Regional or the Combined Group will necessarily be greater or lesser than those for the relevant preceding financial periods for NewRiver, Capital & Regional or the Combined Group.

EPRA and other key performance indicators

This document contains certain EPRA and other performance indicators that are not defined or recognised under IFRS, such as EPRA NTA. These performance indicators are not measures of financial performance under IFRS and should not be considered as alternatives to other indicators of the NewRiver Group's or the Capital & Regional Group's performance derived in accordance with IFRS.

Reconciliations of the EPRA NTA and other key performance indicators used by the NewRiver Group to the nearest UK IFRS line item can be found in the 2024 Annual Report and Accounts, which is incorporated by reference into this document as set out in Part 9 (*Documents Incorporated by Reference*) of this document.

Reconciliations of the EPRA NTA and other key performance indicators used by the Capital & Regional Group to the nearest IFRS line item can be found in the Capital & Regional 2024 Interim Accounts, which are incorporated by reference into this document as set out in Part 9 (*Documents Incorporated by Reference*) of this document.

Performance data

This document includes information regarding the track record and performance data of the NewRiver Group and the Capital & Regional Group. Such information is not necessarily comprehensive and prospective investors should not consider such information to be indicative of the possible future performance of the NewRiver Group or any investment opportunity to which this document relates. The past performance of the NewRiver Group and of the Capital & Regional Group is not a reliable indicator of, and cannot be relied upon as a guide to, the future performance of those parties.

Investors should not consider such information (particularly past returns) contained in this document to be indicative of the Group's future performance. Past performance is not necessarily indicative of future results, and there can be no assurance that the Company or its portfolio will achieve comparable results to those presented in this document, that the Company will be able to implement their investment strategies or achieve the Company's investment objective or that the returns generated by any investments by the Company will equal or exceed any past returns presented herein. Prospective investors should be aware that any investment in the Company is speculative, involves a high degree of risk, and could result in the loss of all or substantially all of their investment.

Accounting year ends

The NewRiver Group's financial year ends on 31 March and the Capital & Regional Group's financial year ends on 30 December. It is intended that the consolidated financial reports for the Combined Group will have an accounting financial year ending on 31 March each year.

Sources of financial information

In this document, unless otherwise stated or the context otherwise requires, the following bases and sources have been used:

- Property portfolio and valuation information relating to NewRiver is from the valuation reports dated 30 June 2024 produced by each of Knight Frank and Colliers as set out in Parts A and B respectively of Appendix 1 (*Property Valuation Reports*) to this document.
- Property portfolio and valuation information relating to Capital & Regional is from the valuation reports dated 30 June 2024 produced by Knight Frank and CBRE as set out in Parts C and D respectively of Appendix 1 (*Property Valuation Reports*) to this document.
- Unless specified otherwise, financial information in this document relating to the NewRiver Group has been extracted without material adjustment from the audited historical financial information referred to in Part 4 (*Financial information on the NewRiver Group*) of this document for the financial year ended 31 March 2024, prepared in accordance with IFRS.
- Unless specified otherwise, financial information relating to the Capital & Regional Group in this document has been extracted without material adjustment from the audited historical financial information referred to in Part 5 (*Financial information on the Capital & Regional Group*) of this document for the financial years ended 30 December 2021, 30 December 2022 and 30 December 2023, prepared in accordance with IFRS and the Capital & Regional Group's unaudited interim financial statements for the six-month period ended 30 June 2024.
- The synergy numbers are unaudited. Further information underlying the Quantified Financial Benefits Statement contained in this document is provided in paragraph 12 of Part 8 (*Additional Information*) of this document.
- UK Retail, UK Shopping Centres and UK Industrial sector average equivalent yields are extracted from the MSCI quarterly index as at June 2024.
- All occupational metrics including, Occupational Cost Ratio, in-store sales growth, distance travelled and shopper average net income are calculated based on information provided by Lloyds Bank on customer spend, covering 98 per cent. by value of Capital & Regional's assets and 67 per cent. by value of NewRiver's assets.

Where information has been sourced from a third party, the Company confirms that the information has been accurately reproduced and, as far as the Company is aware and able to ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading. Where third party information has been used, the source of such information has been identified wherever it appears in this document.

Currency presentation

Unless otherwise indicated, all references in this document to "**sterling**", "**pounds sterling**", "**£**" or "**pence**" are to the lawful currency of the UK.

Targets

This document contains certain information in relation to dividend targets. These targets have been developed based upon assumptions with respect to future business decisions and conditions that are subject to change, including the NewRiver Group's execution of its investment objective and strategies, as well as growth in the sectors and markets in which the NewRiver Group operates. As a result, the NewRiver Group's actual results may vary from the targets set out in this document and those variations may be material. The Company does not undertake to publish updates as to its progress towards achieving any of these targets, including as it may be impacted by events or circumstances existing or arising after the date of this document or to reflect the occurrence of unanticipated events or circumstances. There can be no assurance that these targets will be met, and they should not be taken as an indication of the Group's expected future results. Accordingly, potential investors should not place any reliance on these targets in deciding whether or not to invest in the Company and should decide for themselves whether or not the target dividend yield is reasonable or achievable.

Quantified Financial Benefits Statement

The estimated cost synergies referred to in this document are unaudited and are based on analysis by NewRiver's internal records and certain of Capital & Regional's internal records. Further information underlying the Quantified Financial Benefits Statement is contained in paragraph 12 of Part 8 (*Additional Information*) of this document.

Incorporation by reference

Certain information in relation to each of the NewRiver Group and the Capital & Regional Group has been incorporated by reference into this document. Please see Part 9 (*Documents Incorporated by Reference*) of this document. Except as set out in Part 9 (*Documents Incorporated by Reference*) of this document, no other part of these documents are incorporated by reference into this document and those parts which are not specifically incorporated by reference in this document are either not relevant for the Shareholders or the relevant information is included elsewhere in this document.

To the extent that any document or information incorporated by reference incorporates any information by reference, either expressly or impliedly, such information will not form part of this document for the purposes of the Prospectus Regulation Rules, except where such information or documents are stated within this document as specifically being incorporated by reference or where this document is specifically defined as including such information.

Any statement contained in a document which is deemed to be incorporated by reference into this document shall be deemed to be modified or superseded for the purposes of this document to the extent that a statement contained in this document (or in a later document which is incorporated by reference into this document) modified or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this document.

No incorporation of website information

Save for the information that is explicitly incorporated into this document by reference, the contents of the following websites https://www.nrr.co.uk/investors/possible-offer-for-capital-and-regional-plc/disclaimer and https://capreg.com/investor-info/possible-offer/ do not form part of this document.

Rounding

Some percentages and amounts in this document have been rounded. As a result of this rounding, figures shown as totals in this document may vary slightly from the exact arithmetic aggregation of the figures that precede them. In addition, certain percentages presented in this document reflect calculations based upon the underlying information prior to rounding and, accordingly, may not conform exactly to the percentages that would be derived if the relevant calculations were based upon the rounded numbers.

Definitions

A list of defined terms used in this document is set out at Part 10 (*Definitions*) of this document.

Times and dates

References to times and dates in this document are, unless otherwise stated, to United Kingdom times and dates.

Information to distributors

Solely for the purposes of the product governance requirements contained within PROD 3 of the FCA's Product Intervention and Product Governance Sourcebook (the "**Product Governance Requirements**"), and disclaiming all and any liability whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the Product Governance Requirements) may otherwise have with respect thereto, the Consideration Shares have been subject to a product approval process, which has determined that such securities 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 COBS 3.5 and 3.6 of the FCA's Conduct of Business Sourcebook, respectively; and (ii) eligible for distribution through all distribution channels as are permitted by the Product Governance Requirements (the "**Target Market Assessment**").

Notwithstanding the Target Market Assessment, distributors (such term to have the same meaning as in the Product Governance Requirements) should note that: the market price of the Consideration Shares may decline and investors could lose all or part of their investment; the Consideration Shares offer no guaranteed income and no capital protection; and an investment in the Consideration 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 Acquisition.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of Chapters 9A or 10A, respectively, of the FCA's Conduct of Business Sourcebook; 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 Consideration Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Consideration Shares and determining appropriate distribution channels.

Data protection

The information that a prospective investor in the Company provides in documents in relation to an acquisition of Ordinary Shares or subsequently by whatever means which relates to the prospective investor (if it is an individual) or a third party individual ("**personal data**") will be held and processed by the Company (and any third party to whom it may delegate certain administrative functions in relation to the Company) in compliance with (a) the EU General Data Protection Regulation 2016/679 ("**EU GDPR**") and/or the EU GDPR as it forms part of the domestic law of the United Kingdom by virtue of the EUWA ("**UK GDPR**") and the UK Data Protection Act 2018 (as amended from time to time) ("**Data Protection Legislation**"); and (b) the Company's privacy notice, a copy of which is available for review on the Company's website www.nrr.co.uk (and, if applicable, any other third party delegate's private notice) ("**Privacy Notice**").

Without limitation to the foregoing, each prospective investor acknowledges that it has been informed that such information will be held and processed by the Company (or any third party, functionary or agent appointed by the Company, which may include, without limitation, the Registrar) and in accordance with the Company's Privacy Notice for the purposes set out therein including:

- verifying the identity of the prospective investor to comply with statutory and regulatory requirements in relation to anti-money laundering procedures;
- carrying out the business of the Company and the administering of interests in the Company;
- meeting the legal, regulatory, reporting and/or financial obligations of the Company in the UK or elsewhere or any third party, functionary or agent appointed by the Company.

For the purposes set out above, it may be necessary for the Company (or any third party, functionary or agent appointed by the Company, which may include, without limitation, the Registrar) to:

- disclose personal data to third party service providers, affiliates, agents or functionaries appointed by the Company or its agents to provide services to prospective investors; and
- transfer personal data outside of the United Kingdom (or the EEA, to the extent that EU GDPR applies in respect of the personal data being transferred) to countries or territories which do not offer the same level of protection for the rights and freedoms of prospective investors in the United Kingdom or the EEA (as applicable).

The foregoing processing of personal data is required in order to perform the contract with the prospective investor to comply with the legal and regulatory obligations of the Company or otherwise is necessary for the legitimate interests of the Company.

If the Company (or any third party, functionary or agent appointed by the Company, which may include, without limitation, the Registrar) discloses personal data to such a third party, agent or functionary and/or makes such a transfer of personal data it will use reasonable endeavours to ensure that such transfer is in accordance with applicable Data Protection Legislation.

When the Company, or its permitted third parties, transfers personal information outside the United Kingdom (or the EEA, to the extent that the EU GDPR applies in respect of the personal data being transferred), it will ensure that the transfer is subject to appropriate safeguards in accordance with applicable Data Protection Legislation.

Prospective investors are responsible for informing any third party individual to whom the personal data relates to the disclosure and use of such data in accordance with these provisions.

Individuals have certain rights in relation to their personal data; such rights and the manner in which they can be exercised are set out in the Company's Privacy Notice.

Information relating to Capital & Regional

This document contains information relating to Capital & Regional that is required to be notified pursuant to UK Listing Rule 7.3.2 R. In addition, as the Proposals described in this document relate to a proposed Acquisition by NewRiver REIT plc of Capital & Regional, this document contains the information relating to Capital & Regional and the Acquisition that is necessary to enable investors to make an informed assessment of the NewRiver Group and the NewRiver Shares as referred to in Article 14(2) of the UK Prospectus Regulation. In particular, Part 6 (*Unaudited Pro Forma Financial Information of the Combined Group*) of this document contains information on the financial effects of the Acquisition on the NewRiver Group.

Helpline

If you have any other questions, please contact Link Group on 0371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. and 5.30 p.m. (London time) Monday to Friday excluding public holidays in England and Wales. Calls may be recorded and monitored for security and training purposes. Please note that, for legal reasons, Link Group is only able to provide information contained in this document (other than information relating to the Company's register of members) and, as such, will be unable to give advice on the merits of the Acquisition or to provide financial, legal or tax advice.

Expected timetable of principal events[1]

Announcement of the Acquisition	24 September 2024
Publication and posting of this document	21 October 2024
Publication of the Scheme Document	21 October 2024
Latest time and date for lodging proxies for the NewRiver General Meeting	**10.15 a.m. on 11 November 2024**
Latest time for lodging forms of proxy for the Capital & Regional Court Meeting	11.00 a.m. London time (12.00 p.m. South African standard time) 11 November 2024
Latest time for lodging forms of proxy for the Capital & Regional General Meeting	11.15 a.m. London time (12.15 p.m. South African standard time) 11 November 2024
Voting Record Time for the Capital & Regional Court Meeting and record time for the Capital & Regional General Meeting	6.30 p.m. on 11 November 2024[2]
Voting record time for the NewRiver General Meeting	close of business on 11 November 2024[3]
NewRiver General Meeting	**10.15 a.m. on 13 November 2024**
Announcement of the results of the NewRiver General Meeting through a Regulatory Information Service	13 November 2024
Capital & Regional Court Meeting	**11.00 a.m. London time (12.00 p.m. South African standard time) on 13 November 2024**
Capital & Regional General Meeting	**11.15 a.m. London time (12.15 p.m. South African standard time) on 13 November 2024**[4]
Scheme Sanction Hearing	6 December 2024
Last day of dealings in, and for registration of transfers of, Capital & Regional Shares, and disablement of Capital & Regional Shares in CREST	9 December 2024

1 References to times are to London time. These times and dates are indicative only and will depend, among other things, on the date upon which the Court sanctions the Scheme and the date on which the Conditions are satisfied or, if capable of waiver, waived. If any of the dates and/or times in this expected timetable change, the revised dates and/or times will be notified to NewRiver Shareholders by announcement through a Regulatory Information Service.

2 If either the Capital & Regional Court Meeting or the Capital & Regional General Meeting is adjourned, the Voting Record Time of the adjourned meeting(s) will be 6.30 p.m. on the second Business Day before the day fixed for the adjourned meeting.

3 If the NewRiver General Meeting is adjourned for no more than 48 hours after the original time, the same voting record date will also apply at the adjourned meeting. If the NewRiver General Meeting is adjourned for more than 48 hours, then the voting record date will be the close of business on the day which is two days (excluding non-working days) before the day of the adjourned meeting or, if NewRiver gives notice of the adjourned meeting, at any time specified in that notice.

4 The Capital & Regional General Meeting will commence at 11.15 a.m. on the day of the Court Meeting or as soon thereafter as the Court Meeting has been concluded or adjourned.

Last day to trade on the Johannesburg Stock Exchange	9 December 2024
Scheme Record Time	6.00 p.m. London time (7.00 p.m. South African standard time) on 9 December 2024
Suspension of listing of, and dealings in, Capital & Regional Shares on the Main Market	7.30 a.m. London time (8.30 a.m. South African standard time) on 10 December 2024
Suspension of listing of, and dealings in, Capital & Regional Shares from Johannesburg Stock Exchange	9.00 a.m. South African standard time on 10 December 2024
Effective Date of the Acquisition	**10 December 2024**
Consideration Shares issued to Capital & Regional Shareholders (excluding shareholders on the South African Register)	8.00 a.m. London time (9.00 a.m. South African standard time) on 11 December 2024
CREST accounts of Capital & Regional Shareholders credited with Consideration Shares	On or after 8.00 a.m. London time (9.00 a.m. South African standard time) on 11 December 2024
Admission and commencement of dealings in Consideration Shares	8.00 a.m. London time (9.00 a.m. South African standard time) on 11 December 2024
Cancellation of admission to trading on the Main Market of Capital & Regional Shares	8.00 a.m. London time (9.00 a.m. South African standard time) on 11 December 2024
Cash component of the consideration pursuant to the Acquisition paid to Capital & Regional Shareholders on the South African Register via Strate in respect of dematerialised shareholders and via the transfer secretaries in respect of certificated shareholders	13 December 2024
Despatch of share certificates for Consideration Shares in certificated form and despatch of cheques, or settlement through CREST, for the cash consideration pursuant to the Acquisition	Within 14 days of the Effective Date
Cash payment paid to Capital & Regional Shareholders on the South African Register in lieu of the share component of the consideration pursuant to the Acquisition via Strate in respect of dematerialised shareholders and via the transfer secretaries in respect of certificated shareholders	Within 14 days of the Effective Date
Long Stop Date	30 April 2025[5]

[5] The Long Stop Date is the latest date by which the Scheme may become Effective. However, the Long Stop Date may be extended to such later date as Capital & Regional and NewRiver may agree in writing (with the Panel's consent and as the Court may approve (should such approval(s) be required)).

Indicative Statistics

Number of Existing Ordinary Shares in issue as at the Last Practicable Date	378,176,668
Closing Price as at the Last Practicable Date of the Existing Ordinary Shares	83.0
Number of Consideration Shares to be issued for each one Capital & Regional Share	0.41946
Maximum number of Consideration Shares to be issued pursuant to the Acquisition*	100,673,359
Maximum number of NewRiver Shares in issue immediately following completion of the Acquisition*	478,850,027
Consideration Shares as a maximum percentage of the Enlarged Share Capital*	approximately 21 per cent.
Estimated expenses of the Proposals payable by the Company (exclusive of VAT)	£12.9 million
Dealing Codes	
ISIN number for the NewRiver Shares and Consideration Shares	GB00BD7XPJ64
SEDOL number for the NewRiver Shares and Consideration Shares	BD7XPJ6
Ticker for the NewRiver Shares and Consideration Shares	NRR

* Figures are calculated assuming that the number of NewRiver Shares and Capital & Regional Shares in issue as at the Last Practicable Date do not change, that no issues of NewRiver Shares (other than Consideration Shares described above) occur between the Last Practicable Date and completion of the Acquisition, and that up to 100,673,359 Consideration Shares are issued pursuant to the Acquisition, based on the anticipated fully diluted ordinary share capital of Capital & Regional at Completion together with an estimate of any additional ordinary shares that may be required to be issued in Capital & Regional in the event that Completion takes place after 1 January 2025 but prior to the Long Stop Date, in order to take account of the potential impact of any Capital & Regional Additional Dividend (including any scrip dividend alternative offered in connection therewith). Notwithstanding the foregoing, it is anticipated that Completion will occur in December 2024.

Directors, Company Secretary, Registered Office and Advisers

Directors	Lynn Fordham (*Non-executive Chair*) Allan Lockhart (*Chief Executive Officer*) Will Hobman (*Chief Financial Officer*) Alastair Miller (*Senior Independent Director*) Charlie Parker (*Independent Non-executive Director*) Dr Karen Miller (*Independent Non-executive Director*) Colin Rutherford (*Independent Non-executive Director*) all of the registered office below
Registered Office	89 Whitfield Street, London, England, W1T 4DE
Sole Sponsor and Joint Broker	Panmure Liberum Limited Ropemaker Place Level 12 25 Ropemaker Street London EC2Y 9LY
Lead Financial Adviser and Joint Broker	Jefferies International Limited 100 Bishopsgate London EC2N 4JL
Joint Broker	Shore Capital Stockbrokers Limited Cassini House 57 St James' Street London SW1A 1LD
Joint Financial Adviser	Kinmont Limited 5 Clifford Street London W1S 2LG
Legal Adviser to the Company	Eversheds Sutherland (International) LLP One Wood Street London EC2V 7WS
Legal Adviser to the Company as to South African law	Werksmans Inc. 96 Rivonia Road Sandton 2196
Legal Adviser to the Company as to US law	Proskauer Rose LLP 110 Bishopsgate London EC2N 4AY
Legal Advisor to the Sponsor, Financial Adviser and Joint Brokers	Herbert Smith Freehills LLP Exchange House Primrose Street London EC2A 2EG
Reporting Accountant	BDO LLP 55 Baker Street London W1U 7EU
Company Secretary	Kerin Williams of the registered office of the Company, above

Registrar	Link Group (a trading name of Link Market Services Limited) Central Square 29 Wellington Street Leeds LS1 4DL
Auditors to the Company	Forvis Mazars LLP (appointed auditor to the Company effective for the financial year ending 31 March 2025) 30 Old Bailey London EC4M 7AU
	PricewaterhouseCoopers LLP (auditor to the Company for the financial year ended 31 March 2024) 1 Embankment Place London WC2N 6RH
NewRiver's External Property Valuers (as defined by the RICS Valuation – Global Standards)	Colliers International Property Consultants Limited 95 Wigmore Street London W1U 1FF
	Knight Frank LLP 55 Baker Street London W1U 8AN
Capital & Regional's External Property Valuer (as defined by the RICS Valuation – Global Standards)	CBRE Limited Henrietta House Henrietta Place London W1G 0NB

Part 1

Letter from the Chair

NewRiver REIT plc

(incorporated in England and Wales with company number 10221027)

Directors:	Registered Office:
Lynn Fordham (Non-executive Chair)	89 Whitfield Street
Allan Lockhart (Chief Executive Officer)	London
Will Hobman (Chief Financial Officer)	England
Alastair Miller (Senior Independent Director)	W1T 4DE
Charlie Parker (Independent Non-executive Director)	
Dr Karen Miller (Independent Non-executive Director)	
Colin Rutherford (Independent Non-executive Director)	

21 October 2024

Dear Shareholders

Recommended offer by NewRiver REIT plc for the entire issued and to be issued ordinary share capital of Capital & Regional plc

Proposed issue of up to 100,673,359 Consideration Shares in connection with the Acquisition

Admission of the Consideration Shares to the Official List and to trading on the Main Market of the London Stock Exchange

and

Notice of General Meeting

1. Introduction

On 24 September 2024, the boards of NewRiver REIT plc ("**NewRiver**" or the "**Company**") and Capital & Regional plc ("**Capital & Regional**") jointly announced that they had reached agreement on the terms of a recommended cash and shares offer pursuant to which NewRiver will acquire the entire issued and to be issued share capital of Capital & Regional (the "**Acquisition**"). The Acquisition is to be effected by means of a Court-sanctioned scheme of arrangement between Capital & Regional and Capital & Regional Shareholders under Part 26 of the Companies Act (the "**Scheme**"). The Scheme is subject to a number of Conditions summarised in paragraph 12 (*Structure of the Acquisition*) of this Part 1. The full terms and conditions of the Scheme are set out in the Scheme Document, which has been published by Capital & Regional today. On 19 September 2024 the NewRiver Board also announced the placing of 62,737,200 Ordinary Shares pursuant to which NewRiver raised net proceeds of £48.9 million, in aggregate, in order to fund the cash consideration element of the Acquisition.

The Board is seeking approval from NewRiver Shareholders of certain resolutions in connection with the allotment and issue of the Consideration Shares. The Board is also seeking approval from NewRiver Shareholders to renew certain of the authorities granted at the Company's 2024 Annual General Meeting which were previously exercised pursuant to the Placing. Accordingly, the NewRiver General Meeting has been convened for 10.15 a.m. on 13 November 2024 at the offices of Eversheds Sutherland (International) LLP at One Wood Street, London EC2V 7WS.

At the NewRiver General Meeting, NewRiver Shareholders will be asked to approve (i) the allotment and issue of the Consideration Shares to Capital & Regional Shareholders as part of the consideration for their Capital & Regional Shares in connection with the Acquisition (the "**Acquisition Resolution**"); and (ii) the renewal of the allotment and disapplication of pre-emption right authorities, previously authorised at the Company's 2024 Annual General Meeting (the "**Renewal Resolutions**"). The Acquisition Resolution is not conditional on the Renewal Resolutions, and the Renewal Resolutions are not conditional on the Acquisition Resolution. An explanation of the Acquisition Resolution and the Renewal Resolutions (together, the "**Resolutions**") is set out in paragraph 18 (*NewRiver General Meeting*) of this Part 1 below and the full text of the Resolutions is set out in the Notice of General Meeting in Part 11 (*Notice of General Meeting*) of this document.

The NewRiver Board, which has been so advised by Jefferies as to the financial terms of the Proposals, considers the Proposals to be in the best interests of NewRiver and the NewRiver Shareholders as a whole. In providing its advice, Jefferies has taken into account the commercial assessments of the NewRiver Board. The NewRiver Board therefore unanimously recommends that NewRiver Shareholders vote, or procure the vote, in favour of the Resolutions to be proposed at the NewRiver General Meeting, as those NewRiver Directors who hold NewRiver Shares have irrevocably undertaken to do in respect of their own holdings of NewRiver Shares.

The Capital & Regional Board has similarly recommended that (i) Scheme Shareholders vote, or procure the vote, in favour of the Scheme at the Capital & Regional Court Meeting; and (ii) Capital & Regional Shareholders vote, or procure the vote, in favour of the resolutions required to give effect to the Acquisition at the Capital & Regional General Meeting as the Capital & Regional Directors have irrevocably undertaken to do in respect of their own holdings of Capital & Regional Shares.

The purpose of this letter is to provide further details of the Proposals, including the background to, and reasons for, the Acquisition together with the strategic rationale and benefits of the Acquisition, to explain why the NewRiver Board considers the Proposals to be in the best interests of NewRiver and NewRiver Shareholders, as a whole, and to seek your approval of the Resolutions.

2. Summary of the terms of the Acquisition

Under the terms of the Acquisition, Capital & Regional Shareholders will be entitled to receive:

for each Capital & Regional Share	**31.25 pence in cash; and**
	0.41946 Consideration Shares

On the basis of the Closing Price per NewRiver Share of 74.5 pence on 22 May 2024 (being the last Business Day before the Offer Period commenced (the "**Offer Period Last Practicable Date**")), the terms of the Acquisition imply a value of 62.5 pence per Capital & Regional Share and approximately £147 million for the anticipated fully diluted ordinary share capital of Capital & Regional at Completion, which represents a premium of approximately:

- 21 per cent. to the undisturbed Closing Price of a Capital & Regional Share of 51.5 pence on the Offer Period Last Practicable Date;
- 21 per cent. to the three-month VWAP of 51.7 pence per Capital & Regional Share on the Offer Period Last Practicable Date; and
- 18 per cent. to the six-month VWAP of 53.0 pence per Capital & Regional Share on the Offer Period Last Practicable Date.

Under the terms of the Acquisition, Capital & Regional Shareholders will, in aggregate, receive up to 100,673,359 Consideration Shares. Immediately following completion of the Acquisition, Capital & Regional Shareholders will own up to approximately 21 per cent. of the enlarged issued ordinary share capital of NewRiver (based on the maximum number of Consideration Shares being issued).

In addition, the boards of NewRiver and Capital & Regional have agreed that Capital & Regional Shareholders are entitled to receive and retain the interim dividend declared by Capital & Regional in respect of the six month period to 30 June 2024, which was paid to Capital & Regional Shareholders entitled to such dividend on 27 September 2024, with such dividend being equal to an amount of 2.85 pence per Capital & Regional Share (the "**Capital & Regional Interim Dividend**").

The boards of NewRiver and Capital & Regional have also agreed that:

- Capital & Regional Shareholders will, once they have become NewRiver Shareholders following completion of the Acquisition, be entitled to receive the interim dividend to be declared by NewRiver in respect of the six month period to 30 September 2024, which is expected to be declared in December 2024 and paid to NewRiver Shareholders on the register of members of NewRiver on a record date to be set after the expected Scheme

Record Time, with such interim dividend to be in an amount of not less than 3.0 pence per NewRiver Share (the "**NewRiver Interim Dividend**"). Therefore, Scheme Shareholders who retain their Consideration Shares following completion of the Acquisition, and at the record date to be set for the NewRiver Interim Dividend (assuming such record date falls after the expected Scheme Record Time), would receive the NewRiver Interim Dividend; and

- if the record date for the NewRiver Interim Dividend is a date prior to the Scheme Record Time, Capital & Regional will declare and pay, prior to the Scheme Record Time, a further interim dividend of 1.3 pence per Capital & Regional Share which Capital & Regional Shareholders will be entitled to receive and retain (the "**Capital & Regional Additional Dividend**").

The Capital & Regional Additional Dividend is economically equivalent to the NewRiver Interim Dividend and Capital & Regional Shareholders will be entitled to receive either the Capital & Regional Additional Dividend or the NewRiver Interim Dividend, subject to when the Scheme Record Time occurs (as set out above).

The cash consideration payable by NewRiver pursuant to the terms of the Acquisition will be funded from NewRiver's existing cash resources, including the net proceeds of the Placing (results of which were announced on 19 September 2024, pursuant to which NewRiver raised net proceeds of £48.9 million in aggregate). The cash consideration is priced in pounds sterling. However, Capital & Regional Shareholders on Capital & Regional's South African Register will, as is required as a consequence of Capital & Regional's secondary listing on the JSE, receive any cash consideration due to them under the terms of the Acquisition, including the net cash proceeds of the sale of the Consideration Shares to which they would otherwise be entitled but, for regulatory reasons, will be unable to receive (as well as any Capital & Regional Additional Dividend) in South African Rand.

The Consideration Shares will be issued credited as fully paid and will rank *pari passu* in all respects with the NewRiver Shares in issue at that time, including the right to receive and retain dividends and other distributions (if any) announced, declared, made or paid by reference to a record date on or after the Effective Date (including, for the avoidance of doubt, the NewRiver Interim Dividend in the event that the record date for such dividend falls after the expected Scheme Record Time). Applications will be made to the FCA for the Consideration Shares to be admitted to the Equity Shares (Commercial Companies) category of the Official List and to the London Stock Exchange for the Consideration Shares to be admitted to trading on the London Stock Exchange's Main Market for listed securities.

The Capital & Regional Shares which will be acquired under the Acquisition will be acquired fully paid and free from all liens, equities, charges, encumbrances, options, rights of pre-emption and any other third party rights and interests of any nature and together with all rights now or hereafter attaching or accruing to them, including voting rights and the right to receive and retain in full all dividends and other distributions (if any) declared, made or paid, or any other return of capital (whether by reduction of share capital or share premium account or otherwise) made or paid on or after the date of the Acquisition Announcement, save for the Capital & Regional Interim Dividend and any Capital & Regional Additional Dividend (described in further detail at paragraph 8 (*Dividends*) in this Part 1).

The Acquisition constitutes a "significant transaction" for NewRiver for the purposes of the UK Listing Rules, and this document comprises certain information required pursuant to Chapter 7 of the UK Listing Rules

The Acquisition is subject to the conditions set out in the Scheme Document, published by Capital & Regional today, and as summarised in paragraph 12 (*Structure of the Acquisition*) of this Part 1. It is currently expected that the Capital & Regional Court Meeting and the Capital & Regional General Meeting will be held on 13 November 2024 and that the Scheme will become Effective in the final quarter of 2024.

It is the intention that the directors on the Capital & Regional Board will resign with effect from the Effective Date.

All Capital & Regional Directors that hold Capital & Regional Shares have irrevocably undertaken to vote, or procure the vote, in favour of the Scheme at the Court Meeting and in favour of the Capital & Regional Resolution(s) to be proposed at the Capital & Regional General Meeting (or in the event that the Acquisition is implemented by a Takeover Offer, to accept, or procure the acceptance of, such Takeover Offer) in respect of their own, and their connected persons', beneficial holdings of, in aggregate, 437,212 Capital & Regional Shares, representing approximately 0.19 per cent. of the issued ordinary share capital of Capital & Regional on the Last Practicable Date.

Capital & Regional's largest shareholder, Growthpoint Properties Limited ("**Growthpoint**"), is fully supportive of the Acquisition and, accordingly, has irrevocably undertaken to vote, or procure the vote, in favour of the Scheme at the Court Meeting and of the Capital & Regional Resolution(s) to be proposed at the Capital & Regional General Meeting (or, in the event that the Acquisition is implemented by way of a Takeover Offer, to accept, or procure the acceptance of, such Takeover Offer), in respect of 160,648,081 Capital & Regional Shares, in aggregate, representing approximately 69 per cent. of the issued ordinary share capital of Capital & Regional on the Last Practicable Date. Following completion of the Acquisition, Growthpoint is expected to hold NewRiver Shares equivalent to approximately 14 per cent. of the enlarged issued ordinary share capital of NewRiver (based on the existing issued ordinary share capital of NewRiver and the anticipated fully diluted ordinary share capital of Capital & Regional at Completion). Growthpoint has also undertaken not to sell any Consideration Shares which may be issued to it under the terms of the Acquisition (i) for a period of five months following the Effective Date without the prior written consent of NewRiver and other than through NewRiver's financial adviser; and (ii) for a further period of four months thereafter, without first giving NewRiver reasonable written notice of any such sale, in both cases subject to certain customary exceptions.

In total, NewRiver has therefore received irrevocable undertakings in respect of, in aggregate, 161,085,293 Capital & Regional Shares, representing approximately 69.1 per cent. of the issued ordinary share capital of Capital & Regional on the Last Practicable Date.

Further details of the irrevocable undertakings received are provided at paragraph 19 (*Irrevocable Undertakings*) of this Part 1.

Following the Scheme becoming Effective NewRiver intends to retain a listing on the Equity Shares (Commercial Companies) category of the Official List of the FCA and to continue to be traded on the main market for listed securities of the London Stock Exchange. Please refer to paragraph 17 (*Dealings, cancellation of admission to trading of Capital & Regional Shares and re-registration*) of this Part 1 for further information.

3. Background to, and reasons for, the Acquisition

NewRiver is a leading real estate investment trust specialising in buying, managing and developing retail assets throughout the UK. Its community shopping centres and conveniently located retail parks are occupied by tenants predominantly focused on providing essential goods and services. Alongside its balance sheet assets, and in order to leverage its high-quality retail asset management platform, NewRiver also has a Capital Partnership business, which generates recurring fee income by providing asset management services to a high-quality roster of institutional, private equity and public sector partners. NewRiver's objective is to own and manage the most resilient retail portfolio in the UK, focused on core shopping centres, retail parks, and regeneration opportunities in order to deliver long term attractive recurring income returns and capital growth for its shareholders.

Capital & Regional is a UK-focused retail property REIT specialising in shopping centres serving the non-discretionary and value-orientated needs of their local communities. It has a track record of delivering value enhancing retail and leisure asset management opportunities across a portfolio of tailored in-town community shopping centres. Capital & Regional is listed on the Main Market of the London Stock Exchange and has a secondary listing on the Main Board of the Johannesburg Stock Exchange, with gross assets of £350 million at 30 June 2024 (based on the property valuation report on Capital & Regional's shopping centre portfolio prepared by Knight Frank, as set out in Part C of Appendix 1 (*Property Valuation Reports*) to this document, and a market capitalisation of approximately £150 million as at the Last Practicable Date.

The NewRiver Board believes that there is a strong strategic, operational and financial rationale for the Acquisition and that the Combined Group will benefit from enhanced scale, material cost savings, mid- to high-teens accretion to UFFO per share, better access to acquisition and asset management opportunities, expected cost of capital benefits and the potential for increased share liquidity.

Following a challenging period for the UK retail real estate sector, in which capital values have materially rebased, with the MSCI UK Shopping Centres Index declining by 53 per cent. between June 2019 and June 2024, the NewRiver Board believes the Acquisition represents a unique opportunity to create a significantly enlarged portfolio at an attractive point in the market cycle.

In particular, the NewRiver Board believes that the Acquisition will have the following benefits for the Combined Group:

- **Acquisition of high-quality, complementary assets** – Capital & Regional's portfolio comprises six community shopping centres predominantly located in London and South East England and principally let to low-risk, essential and value-oriented retailers that are highly complementary to NewRiver's existing portfolio. Both portfolios comprise retail assets that are well-located to satisfy convenience-led shopping by an attractive customer base, with over 70 per cent. of shoppers in both NewRiver's and Capital & Regional's assets travelling less than five miles and over 55 per cent. of shoppers having above average post-tax net incomes. NewRiver believes that the disposal of non-core assets in recent years and the acquisition of The Gyle in Edinburgh in September 2023 have enhanced the quality and complementary nature of Capital & Regional's remaining portfolio;
- **Creation of a c. £0.9 billion retail portfolio** – the Combined Group would have a portfolio focused on community shopping centres and retail parks, generating annualised rent of approximately £90 million, valued in aggregate at c.£889 million (based on the property valuation reports for NewRiver prepared by Knight Frank and Colliers, as set out in Parts A and B of Appendix 1 (*Property Valuation Reports*) to this document and the property valuation report on Capital & Regional's portfolio prepared by Knight Frank, as set out in Part C of Appendix 1 (*Property Valuation Reports*) to this document) (comprising 47 assets) and with assets under management of c. £2.4 billion (comprising 84 assets);
- **Low-risk tenant profile with an attractive income profile and opportunities to add value -** the Combined Group's portfolio will benefit from complementary low-risk tenant bases with low levels of tenant concentration. Approximately 87 per cent. of Capital & Regional's retail tenant base by rent is comprised of retail tenants focused on value and essential goods and services, comparable to approximately 80 per cent. of NewRiver's retail tenant base. The Combined Group's portfolio risk profile will be aligned with UK retail and industrial sector averages, by reference to the projected cumulative tenant probability of failure, with the benefit of a material yield premium and with an equivalent yield of approximately 8.5 per cent. compared to the UK retail and industrial sector averages of 6.8 per cent. and 6.1 per cent., respectively. With an affordable occupational cost ratio of c. 8.8 per cent. and strong in-store sales growth, the combined portfolio would be well-positioned for future rental growth, supported by ongoing asset management opportunities within Capital & Regional's portfolio, such as increasing occupancy and improving gross-to-net ratios;
- **Material cost savings and significant earnings accretion –** the Acquisition is expected to unlock approximately £6.2 million of net pre-tax run-rate recurring annual cost synergies, the majority of which are expected to be effective shortly following completion of the Acquisition with the full benefit of the synergies from the Acquisition expected to be unlocked within 12 months of completion of the Acquisition on an annualised basis. These cost savings are expected to arise from the removal of duplicative functions and the rationalisation of listing and other administrative and operational expenses, as outlined in the Quantified Financial Benefits Statement set out at paragraph 12 of Part 8 (*Additional Information*) of this document. The Acquisition is expected to generate a strong income return and mid- to high-teens accretion to UFFO per share, enhancing the Combined Group's ability to pay a materially higher, covered dividend;
- **Balance sheet strength maintained and debt maturity profile diversified –** the Combined Group will seek to preserve a robust and conservatively leveraged balance sheet in line with NewRiver's existing LTV guidance. On completion of the Acquisition, the Combined Group will benefit from a weighted average cost of 3.5 per cent. across drawn debt of £444 million with no maturity on material drawn debt until January 2027 as well as continuing to benefit from substantial available liquidity, improved debt optionality and expected cost of capital benefits resulting from the increased scale of the Combined Group; and

- **Increased share liquidity with expanded shareholder base –** the Acquisition will create an enlarged REIT with enhanced equity market profile and a broader shareholder base, with shareholders benefitting from the potential for increased share liquidity and larger weightings in key indices.

4. Portfolio Valuations

Appendix 1 (*Property Valuation Reports*) to this document contains the reports from external valuers for each of Capital & Regional's and NewRiver's property assets, pursuant to the requirements of (i) the Prospectus Regulation Rules issued by the FCA, particularly Prospectus Regulation Rule 5.4.5G; (ii) section III.1. Property Companies within the guidance set out in the FCA's Primary Market Technical Note 619.1; and (iii) the requirements of the UK Listing Rules of the FCA for a property valuation report. Each of the Property Valuers has given and not withdrawn its consent to the publication of its valuation report in this document in the form and context in which it is included.

NewRiver and its advisers have carried out extensive due diligence on Capital & Regional's real estate portfolio and operations. This has included, but is not limited to, a detailed review of corporate, real estate and other information provided by Capital & Regional, site visits, sessions with Capital & Regional's senior management, rigorous internal valuation work and the commissioning of Knight Frank, which values the majority of NewRiver's existing portfolio, to conduct an external valuation of the Capital & Regional portfolio in accordance with the latest version of the RICS Valuation – Global Standards (the "**Red Book**"). Knight Frank's external valuation report on Capital & Regional's portfolio, which is unqualified and has been prepared in accordance with the requirements of (i) the Prospectus Regulation Rules issued by the FCA, particularly Prospectus Regulation Rule 5.4.5G; (ii) section III.1. Property Companies within the guidance set out in the FCA's Primary Market Technical Note 619.1; and (iii) the requirements of the UK Listing Rules of the FCA for a property valuation report, is disclosed in Part C of Appendix 1 (*Property Valuation Reports*) to this document.

In particular, the NewRiver Board has focused on understanding the impact of the Acquisition and, in particular, the acquisition of Capital & Regional's property portfolio, on the Combined Group's balance sheet and related financial metrics. Taking into account the Knight Frank valuation, the NewRiver Board has determined that a valuation for NewRiver's financial reporting purposes is £350 million. The NewRiver Board recognises that this is different to the Red Book valuation provided by CBRE, as set out in Part D of Appendix 1 (*Property Valuation Reports*) to this document. The valuation by CBRE had been prepared as part of the Capital & Regional 2024 Interim Accounts and has been included in this document pursuant to Rule 29 of the Takeover Code. It is recognised that real estate valuations, and the assumptions underlying them, are in some cases subjective and that differences of opinion can and do occur between valuers. NewRiver does not contest the factual accuracy of CBRE's and Knight Frank's valuations or the reasonableness of the assumptions adopted by either valuer.

However, given that, in the event that a transaction is concluded, it is the intention that Knight Frank will conduct independent valuations of the Capital & Regional assets on behalf of NewRiver for future financial reporting purposes, the NewRiver Board believes it appropriate to incorporate the Knight Frank valuation when analysing the Combined Group's balance sheet and related financial metrics.

The Board of Capital & Regional has noted the difference between the valuation carried out by CBRE as at 30 June 2024 (the date of the Capital & Regional 2024 Interim Accounts) of £375 million and that commissioned by NewRiver's Board by Knight Frank of £350 million.

Knight Frank has confirmed that it considers the modest difference of -6.6 per cent. between the valuation figure in the Knight Frank Capital & Regional Valuation Report and the equivalent figure reported in Capital & Regional's latest published annual or consolidated accounts to be as a result of the way in which it and that third party independent valuer have applied those subjective assumptions.

The NewRiver Directors note that the Board of Capital & Regional supports the CBRE valuation of the Capital & Regional portfolio but acknowledges that real estate valuation by its nature is subjective and it is not unusual for independent and highly regarded valuation firms to use differing sets of assumptions and opinions to arrive at estimated fair value.

5. Quantified Financial Benefits Statement

The NewRiver Directors, having undertaken a review and analysis of the potential cost savings of the Combined Group, as well as taking into account factors they can influence, believe the Combined Group could deliver shareholder value through the expected realisation of approximately £7.3 million of gross pre-tax run-rate recurring annual cost synergies. These are expected to be realised primarily from consolidation of:

- board, senior management, central and support functions and savings related to Capital & Regional's status as a publicly traded company (which will no longer be required on a standalone basis), together with third party support, including professional advisory fees, which is expected to contribute approximately 85 per cent. (approximately £6.2 million) of the gross pre-tax run-rate recurring annual cost synergies; and
- head office and other operating infrastructure such as technology and IT, which is expected to contribute approximately 15 per cent. (approximately £1.1 million) of the gross pre-tax run-rate recurring annual cost synergies.

Potential areas of dis-synergy have been considered by the NewRiver Directors, with the principal area of dis-synergy being income generated from property management services (equating to approximately £1.1 million per annum), which is assumed to cease on completion of the Acquisition because Capital & Regional provides these services to tenants but NewRiver intends to align this approach with its existing portfolio whereby these services are provided by a third party specialist. Potential cost savings associated with the outsourcing of these services have been reflected in the expected net pre-tax run-rate recurring annual cost synergy figure.

Accordingly, the NewRiver Directors believe that the Combined Group could deliver approximately £6.2 million of net pre-tax run-rate recurring annual cost synergies.

The majority of the above cost synergies are expected to be effective shortly following completion of the Acquisition and it is expected that the full benefit of the synergies will be unlocked within 12 months of completion of the Acquisition on an annualised basis.

The identified cost savings are contingent on the completion of the Acquisition and would not be achieved by either NewRiver or Capital & Regional independently. The estimated cost synergies referred to above reflect both the beneficial elements and the relevant costs.

The NewRiver Directors have considered one-off costs in connection with realising the expected cost synergies and estimated these to be approximately £2.9 million, which will predominantly be incurred in the first 12 months following completion. For the avoidance of doubt, this approximate £2.9 million is not factored into the £6.2 million of net pre-tax run-rate recurring annual cost synergies referred to above.

These statements of estimated cost savings and synergies relate to future actions or circumstances which, by their nature, involve risks, uncertainties and contingencies. As a consequence, the identified synergies and estimated savings referred to may not be achieved, may be achieved later or sooner than estimated, or those achieved could be materially different from those estimated.

These statements are not intended as a profit forecast and should not be interpreted as such. No part of these statements, or this document generally, should be construed or interpreted to mean that the Combined Group's earnings in the first year following the Effective Date, or in any subsequent period, would necessarily match or be greater than or be less than those of NewRiver and/or Capital & Regional for the relevant preceding financial period or any other period.

Further information on the bases of belief supporting the Quantified Financial Benefits Statement, including the principal assumptions and sources of information, is set out in paragraph 12 (*Quantified Financial Benefits Statement*) of Part 8 (*Additional Information*) of this document. These estimated synergies have been reported on by BDO and by NewRiver's lead financial adviser, Jefferies, at the time of the Acquisition Announcement. The estimated cost synergies referred to above reflect both the beneficial elements and the relevant costs.

6. Summary information on NewRiver

NewRiver is an established UK real estate investor, asset manager and developer which is listed on the Equity Shares (Commercial Companies) category of the Official List of the FCA, has its ordinary shares admitted to trading on the Main Market of the London Stock Exchange (ticker: NRR) and is a constituent member of the FTSE All-Share and the FTSE EPRA Indices.

NewRiver's community shopping centres and conveniently located retail parks are occupied by tenants predominantly focused on providing essential goods and services. Alongside its balance sheet assets, and in order to leverage its high-quality retail asset management platform, NewRiver also has a Capital Partnership business, which generates recurring fee income by providing asset management services to a high-quality roster of institutional, private equity and public sector partners. NewRiver's objective is to own and manage the most resilient retail portfolio in the UK, focused on core shopping centres, retail parks, and regeneration opportunities in order to deliver long term attractive recurring income returns and capital growth for its shareholders. NewRiver is one of the largest owners and managers of retail real estate assets in the UK with gross assets of approximately £539 million as at 30 June 2024 and a market capitalisation of approximately £314 million as at the Last Practicable Date.

The NewRiver Group's purpose and strategy is to deliver a reliable and recurring income led 10 per cent. total accounting return by leveraging its significant knowledge and experience of the consumer, retail and capital markets and is underpinned by its business model:

- Disciplined capital allocation – NewRiver assesses the long-term resilience of its assets, with capital allocation decisions made by comparing risk-adjusted returns on its assets to those available from other uses of capital. Capital allocation options include investing into its existing portfolio, acquiring assets in the direct real estate market and share buybacks. Assets can be acquired either on its balance sheet or in capital partnerships.
- Leveraging its platform – NewRiver leverages its market leading platform to enhance and protect income returns through active asset management across its assets and on behalf of its capital partnerships. The latter also provide enhanced returns through asset management fee income and the opportunity to receive promote fees.
- Flexible balance sheet – NewRiver's operating platform is underpinned by a conservative, unsecured balance sheet. NewRiver is focused on maintaining its prudent covenant headroom position and has access to significant cash reserves which provide it with the flexibility to pursue opportunities which support its strategy for growth.

The NewRiver Group owns and/or manages a portfolio of approximately £2.0 billion, of which approximately 74 per cent. is owned by its capital partners and collects almost £190 million per annum of rent from over 3,000 tenants across 43 shopping centres and 30 retail parks (as at 30 June 2024 and including the subsequent acquisition of Ellandi Management Limited ("**Ellandi**") which took place on 3 July 2024).

The NewRiver Group's portfolio totals approximately 5.9 million sq. ft. and an occupancy rate of approximately 97 per cent. (as at 30 June 2024).

Further information on NewRiver is set out Part 2 (*Information on the NewRiver Group*) and Part 4 (*Financial information on the NewRiver Group*) of this document.

7. Summary information on Capital & Regional

Capital & Regional is a UK-focused retail property REIT specialising in community shopping centres listed on the Equity Shares (Commercial Companies) category of the Official List of the FCA. Its ordinary shares are admitted to trading on the Main Market of the London Stock Exchange (ticker: CAL) and it is a constituent member of the FTSE All-Share and the FTSE EPRA Indices. Capital & Regional also has a secondary listing on the Main Board of the Johannesburg Stock Exchange (ticker: CRP).

Capital & Regional has a demonstrated track record of delivering value-enhancing retail and leisure asset management opportunities across its portfolio of tailored and centrally located community shopping centres in Edinburgh, Hemel Hempstead, Ilford, Maidstone, Walthamstow and Wood Green. Capital & Regional also owns and manages the UK's largest indoor ski slope operator, Snozone, which has centres in Milton Keynes, Yorkshire and Madrid (Spain), delivering £8.3 million of revenue for the six months ended 30 June 2024. Capital & Regional focuses on shopping centres providing a strong retail offering consisting of services and non-discretionary retail in locations with strong transport links. Since the launch of Capital & Regional's community shopping centre strategy in 2017, Capital & Regional has seen a change in merchandising mix with 'Value

Fashion' (24.0 per cent.), Health and Beauty (18.9 per cent.) and 'Food & Grocery' (18.2 per cent.) presently representing the largest segments across its portfolio as of 30 June 2024.

Capital & Regional's aim of driving sustainable growth, ultimately leading to sustained shareholder returns through dividend payments, is the product of its long-term strategy to:

- define and own the community shopping centre category in the UK, guided by consumer insight and consistent with global best practice;
- hold assets that sit at the heart of local communities, typically located adjacent to local transport hubs enabling easy access via public transport as well as available car parking;
- focus around repositioning and re-purposing spaces to incorporate new stores and uses that reflect the demands of the communities they serve; and
- ensure that Capital & Regional shopping centres provide the right offering to drive footfall and dwell time, boosting retailer sales and thus increasing demand, improving rental income, property values and consequently revenue and shareholder returns.

The Capital & Regional Group owns a portfolio of approximately £350 million (based on the property valuation report for Capital & Regional prepared by Knight Frank, as set out in Part C of Appendix 1 (*Property Valuation Reports*) to this document) and collected £19.8 million of rent from approximately 400 occupiers across six shopping centres for the six months ended 30 June 2024.

The Capital & Regional portfolio totals approximately 2.5 million sq. ft. of lettable space with 632 lettable units and an occupancy rate of approximately 94 per cent. (as at 30 June 2024).

Further information on Capital & Regional is set out in Part 3 (*Information on the Capital & Regional Group*) and Part 5 (*Financial information on the Capital & Regional Group*) of this document.

8. Dividends

Each of NewRiver and Capital & Regional agrees and acknowledges that Scheme Shareholders will be entitled to receive and retain, without any reduction being made to the consideration payable pursuant to the terms of the Acquisition, if the record date for the NewRiver Interim Dividend is a date prior to the Scheme Record Time, a further interim dividend of 1.3 pence per Capital & Regional Share (the "**Capital & Regional Additional Dividend**").

If, on or after the date of the Acquisition Announcement and on or prior to the Effective Date, Capital & Regional announces, declares, makes or pays:

- any dividend, distribution or form of capital return in excess of the Capital & Regional Interim Dividend;
- in the event that the record date for the NewRiver Interim Dividend is a date prior to the Scheme Record Time, any dividend, distribution or form of capital return in excess of any Capital & Regional Additional Dividend; and/or
- any other dividend, distribution or form of capital return,

(each a "**Capital & Regional Additional Distribution**"), Capital & Regional Shareholders will be entitled to receive and retain such Capital & Regional Additional Distribution but NewRiver shall be entitled (without prejudice to any right NewRiver may have, with the consent of the Takeover Panel, to invoke Condition 4(h)(iii) in Part A of Appendix 1 to the Acquisition Announcement) to reduce the consideration payable pursuant to the terms of the Acquisition by an amount equivalent to all or any part of such Capital & Regional Additional Distribution, in which case any reference in this document to the consideration payable pursuant to the terms of the Acquisition will be deemed to be a reference to the consideration as so reduced.

NewRiver also reserves the right to reduce the consideration payable pursuant to the terms of the Acquisition in such circumstances as are, and by such amount as is, permitted by the Takeover Panel. To the extent that a dividend or distribution has been declared but not paid prior to the Effective Date, and such dividend or distribution is cancelled, then the consideration payable pursuant to the terms of the Acquisition will not be subject to change in accordance with this paragraph 8. Any exercise by NewRiver of its rights referred to in this paragraph 8 will be the subject of an announcement and, for the avoidance of doubt, will not be regarded as constituting any revision or variation of the Acquisition.

Combined Group

Following the completion of the Acquisition, the Combined Group would continue to pursue NewRiver's dividend policy of paying dividends equivalent to 80 per cent. of UFFO, with any top-up, included where required to ensure compliance with the REIT regime, to be confirmed at the Combined Group's full year results.

9. Financial effects of the Acquisition

Further information about the financial effects of the Acquisition is set out in Part 6 (*Unaudited Pro Forma Financial Information of the Combined Group*) of this document.

10. Intentions for the Combined Group

Listing and registered office

Following the Effective Date, NewRiver will remain listed on the Equity Shares (Commercial Companies) category of the Official List and admitted to trading on the Main Market of the London Stock Exchange. The registered office of NewRiver will remain in London.

REIT status

Both the NewRiver Group and the Capital & Regional Group fall within the UK REIT regime and benefit from the tax efficiencies provided by that regime. The Combined Group is expected to fall within the UK REIT regime and the relevant tax measures will continue to apply to the Combined Group.

Board and governance arrangements

As referred to in the section headed "*Trading facilities*" below, applications will be made to: (i) the FCA to cancel the listing and trading of the Capital & Regional Shares on the Equity Shares (Commercial Companies) category of the Official List and Main Market of the London Stock Exchange; and (ii) the JSE for the cancellation of the listing and trading of the Capital & Regional Shares on the Main Board of the JSE. Consequently, while NewRiver recognises the skills and experience of the Capital & Regional Board, Capital & Regional will no longer require listed company governance structures following the Acquisition and, accordingly, it is intended that the chair and other non-executive Capital & Regional Directors will step down from the Capital & Regional Board and the boards of Capital & Regional's subsidiaries (as applicable) with effect from the Effective Date.

In addition, as announced by Capital & Regional on 8 May 2024, Lawrence Hutchings has resigned from his role as Chief Executive of Capital & Regional to take up a new role at Workspace Group PLC and it is intended that he will also step down from the Capital & Regional Board and the boards of Capital & Regional's subsidiaries (as applicable). It is also intended that Stuart Wetherly (Capital & Regional Group Finance Director) will step down from the Capital & Regional Board and the boards of Capital & Regional's subsidiaries (as applicable) on completion of a period of handover. It is anticipated that the current board and management structure of NewRiver will become the board and management structure of the Combined Group on completion of the Acquisition.

Portfolio

The NewRiver Directors believe that Capital & Regional's portfolio of community shopping centres will be complementary to NewRiver's existing portfolio and therefore intend to implement individual business plans in respect of each asset and hold them within NewRiver's Core Shopping Centre portfolio. NewRiver has a track record of disciplined capital recycling based on risk-adjusted forward-looking returns and intends to monitor the performance of Capital & Regional's assets in the 12 months post-completion of the Acquisition and, subject to market conditions, may consider the disposal of Capital & Regional's smaller shopping centres on a selective basis which would reduce the Combined Group's leverage.

Snozone operates three indoor snow sports centres in the UK and Spain and is a separate operating segment of Capital & Regional with its own management team. While Snozone is expected to continue operating immediately post-Acquisition broadly as it does as at the date of this document, NewRiver is a specialist owner and manager of retail real estate and therefore it is NewRiver's intention to undertake a strategic review of the Snozone business within the first

12 months post-completion of the Acquisition to establish whether it is a core hold for NewRiver or whether it would be more appropriate to recycle capital through its disposal. As at the date of this document, no decisions have been taken in relation to the Snozone business.

Management, employees, pensions, locations of business and research and development

Across the Combined Group, there will be duplicated costs and functions following completion of the Acquisition. NewRiver therefore intends to seek operating cost and synergy benefits from the rationalisation of the board (as outlined above) and overlapping group functions including certain senior management.

In order to achieve the full potential benefits of the Acquisition, including the expected cost synergies, the NewRiver Directors will continue to undertake a detailed business, operational and administrative review of the Combined Group to assess how it can work most effectively and efficiently following completion of the Acquisition. This evaluation includes an assessment of the overlapping group functions of Capital & Regional and NewRiver, together with consolidating support and asset and property management functions (including the employment of certain Capital & Regional employees currently in asset and property management roles potentially being transferred by operation of law to one of NewRiver's current outsourced service providers), as well as removing duplicated costs in respect of certain corporate functions related to Capital & Regional's status as a listed and publicly traded company, which will no longer be required by the Combined Group. The Acquisition is likely to lead to a significant reduction in duplicative senior, corporate and operational Capital & Regional Group headcount, impacting a minority of total Capital & Regional Group employee headcount. Capital & Regional Group headcount will be further reduced by the proposed transfer of property management staff by operation of law to one of NewRiver's current outsourced service providers.

NewRiver intends to consolidate the head office functions of NewRiver and Capital & Regional so that the Combined Group can operate from a single location. It is anticipated that the Combined Group will operate from NewRiver's existing head office at 89 Whitfield Street, London, and that Capital & Regional's head office at Strand Bridge House, Strand, London, will, in due course, be sub-let. It is not envisaged that material changes will arise in relation to NewRiver's existing employees and headcount as a result of the Acquisition.

The proposals referred to above remain subject to a fair and transparent process in accordance with applicable legal requirements (including, but not limited to, where required, any applicable prior information and consultation obligations).

The Combined Group intends to safeguard existing statutory and contractual employment rights following completion of the Acquisition and NewRiver does not intend to make any material changes in the conditions of employment of existing Capital & Regional employees, including with respect to pension contributions.

Save as set out above, NewRiver does not otherwise intend any redeployment of Capital & Regional's fixed asset base. Owing to the nature of its business, Capital & Regional has no research and development function.

Neither Capital & Regional nor NewRiver have an existing defined benefit pension scheme.

Trading facilities

The Capital & Regional Shares are currently listed on the Equity Shares (Commercial Companies) category of the Official List and admitted to trading on the Main Market of the London Stock Exchange. In addition, the Capital & Regional Shares have a secondary listing and are admitted to trading on the Main Board of the JSE.

As set out in paragraph 17 (*Dealings, cancellation of admission to trading of Capital & Regional Shares and re-registration*) below, applications will be made to:

- the FCA to cancel the listing of the Capital & Regional Shares on the Equity Shares (Commercial Companies) category of the Official List;
- the London Stock Exchange to cancel the admission of the Capital & Regional Shares to trading on the Main Market of the London Stock Exchange; and

- the JSE for the cancellation of the listing and trading of the Capital & Regional Shares on the Main Board of the JSE.

11. Financing of the Acquisition

The cash consideration payable by NewRiver to Capital & Regional Shareholders pursuant to the terms of the Acquisition will be financed from NewRiver's existing cash resources, including the net proceeds of the Placing, the results of which were announced on 19 September 2024.

Further details of the Placing are set out in paragraph 3 of Part 8 (*Additional Information*) of this document.

12. Structure of the Acquisition

It is intended that the Acquisition will be implemented by means of a Court-sanctioned scheme of arrangement between Capital & Regional and the Scheme Shareholders under Part 26 of the Companies Act, further details of which are set out in the Scheme Document. NewRiver has reserved the right to effect the Acquisition by way of a Takeover Offer, subject to the consent of the Takeover Panel.

The purpose of the Scheme is to provide for NewRiver to become the holder of the entire issued and to be issued ordinary share capital of Capital & Regional. Under the Scheme, the Acquisition is to be achieved by the transfer of the Scheme Shares held by Scheme Shareholders to NewRiver in consideration for which Scheme Shareholders will receive the consideration on the basis set out in paragraph 2 (*Summary terms of the Acquisition*) above. The procedure involves, among other things, a petition by Capital & Regional to the Court to sanction the Scheme.

The Consideration Shares will be issued in registered form, credited as fully paid, and will be capable of being held in both certificated and uncertificated form. They will rank *pari passu* in all respects with the Existing Ordinary Shares, including the rights to receive all dividends and other distributions (if any) declared, paid or made by NewRiver by reference to a record date falling after the Effective Date.

Fractions of Consideration Shares will not be allotted or issued pursuant to the Scheme and entitlements of Scheme Shareholders will be rounded down to the nearest whole number of Consideration Shares. All fractional entitlements to Consideration Shares will be aggregated and sold in the market as soon as practicable after the Effective Date. The net proceeds of such sale (after deduction of all expenses and commissions incurred in connection with the sale) will be distributed by NewRiver in due proportions to Scheme Shareholders who would otherwise have been entitled to such fractions, save that individual entitlements to amounts of less than £5 will be retained for the benefit of the Combined Group.

The Acquisition will be subject to the full terms and conditions to be set out in the Scheme Document, and will only become Effective if, among other things, the following events occur on or before the Long Stop Date (or such later date as NewRiver and Capital & Regional may, with the consent of the Takeover Panel, agree and, if required, the Court may allow):

- a resolution to approve the Scheme is passed by a majority in number of the Scheme Shareholders present and voting (and entitled to vote) at the Court Meeting (or any adjournment thereof) whether in person or by proxy, representing 75 per cent. or more in value of each class of the Scheme Shares held by those Scheme Shareholders;
- the Capital & Regional Resolution is passed at the Capital & Regional General Meeting by the requisite majorities, whether in person or by proxy;
- the Acquisition Resolution is passed at the NewRiver General Meeting by the requisite majority, whether in person or by proxy;
- the FCA having acknowledged to NewRiver or its agent (and such acknowledgement not having been withdrawn) that the application for the admission of the Consideration Shares to the Official List with a listing on the Equity Shares (Commercial Companies) category has been approved and (after satisfaction of any conditions to which such approval is expressed to be subject) will become effective as soon as a dealing notice has been issued by the FCA and any listing conditions having been satisfied;

- the London Stock Exchange having acknowledged to NewRiver or its agent (and such acknowledgement not having been withdrawn) that the Consideration Shares will be admitted to trading on the Main Market of the London Stock Exchange;
- following the Capital & Regional Meetings and the NewRiver General Meeting, the Scheme is sanctioned by the Court (without modification, or with modification on terms agreed by NewRiver and Capital & Regional with the consent of the Takeover Panel); and
- following such sanction, a copy of the Scheme Court Order is delivered to the Registrar of Companies.

An approval notice was received from the FCA on 25 September 2024 confirming the decision by the FCA to approve the change in controller of Capital & Regional Property Management Limited (being a regulated entity within the Capital & Regional Group) to NewRiver, and therefore satisfying the Regulatory Condition set out in the Acquisition Announcement.

Upon the Scheme becoming Effective: (i) it will be binding on all Scheme Shareholders, irrespective of whether or not they attended or voted at the Capital & Regional Meetings (and if they attended and voted, whether or not they voted in favour); and (ii) share certificates in respect of Capital & Regional Shares will cease to be valid and entitlements to Capital & Regional Shares held within the CREST system will be cancelled. In accordance with the applicable provisions of the Takeover Code, the consideration payable in cash for the transfer of the Scheme Shares to NewRiver will be despatched no later than 14 days after the Effective Date.

Any Capital & Regional Shares issued at or before the Scheme Record Time will be subject to the terms of the Scheme. The Capital & Regional Resolution to be proposed at the Capital & Regional General Meeting will, amongst other matters, provide that the Articles be amended to incorporate provisions requiring any Capital & Regional Shares issued after the Scheme Record Time (other than to NewRiver and/or its nominees) to be automatically transferred to NewRiver on the same terms as the Acquisition (other than terms as to timings and formalities). The provisions of the Articles (as amended) will avoid any person (other than NewRiver and its nominees) holding Capital & Regional Shares after the Effective Date.

The Scheme will lapse if:

- the Court Meeting or the Capital & Regional General Meeting are not held on or before the 22nd day after the date of such Capital & Regional Meetings, set out in the Scheme Document (or such later date as may be agreed between NewRiver and Capital & Regional with the consent of the Takeover Panel (and that the Court may allow if required));
- the Scheme Sanction Hearing is not held on or before the 22nd day after the date of the Scheme Sanction Hearing, set out in the Scheme Document (or such later date as may be agreed between NewRiver and Capital & Regional with the consent of the Takeover Panel (and that the Court may allow if required)); or
- the Scheme does not become Effective on or before the Long Stop Date,

provided, however, that the deadlines for the timing of the Court Meeting, the Capital & Regional General Meeting and the Scheme Sanction Hearing, set out in the Scheme Document, may be waived by NewRiver, and the Long Stop Date may be extended by agreement in writing between NewRiver and Capital & Regional (with the Takeover Panel's consent and as the Court may allow, if such consent and/or approval is/are required). If any of the dates and/or times of the Capital & Regional Meetings to be set out in the Scheme Document change, the revised dates and/or times will be notified to Capital & Regional Shareholders by announcement through a Regulatory Information Service, with such announcement being made available on Capital & Regional's website at https://capreg.com/investors/possible-offer/.

The Scheme Document includes full details of the Scheme, together with notices of the Court Meeting and the Capital & Regional General Meeting and the expected timetable and specifies the action to be taken by Scheme Shareholders.

Subject, amongst other things, to the satisfaction or waiver (as applicable) of the Conditions, it is expected that the Scheme will become Effective in the final quarter of 2024. The Scheme will be governed by English law and will be subject to the jurisdiction of the Court. The Scheme will be subject to the applicable requirements of the Companies Act, the Code, the Takeover Panel, the

UK Listing Rules, MAR, the Financial Conduct Authority, the London Stock Exchange, the Johannesburg Stock Exchange and the JSE Listing Requirements.

13. Reserving the right to proceed by way of an offer

NewRiver reserves the right to elect (with the consent of the Takeover Panel) to implement the Acquisition by way of a Takeover Offer as an alternative to the Scheme. In such event, the Takeover Offer will be implemented on substantially the same terms (subject to appropriate amendments), so far as applicable, as those which would apply to the Scheme including (without limitation) the inclusion of an acceptance condition set at 90 per cent. of the Capital & Regional Shares (or such other percentage as NewRiver may, subject to the rules of the Takeover Code and with the consent of the Takeover Panel, decide, being in any case more than 50 per cent. of the Capital & Regional Shares), or any amendments required by applicable law. Further, if sufficient acceptances of such Takeover Offer are received and/or sufficient Capital & Regional Shares are otherwise acquired, it would be the intention of NewRiver to apply the provisions of the Companies Act to acquire compulsorily any outstanding Capital & Regional Shares to which such Takeover Offer relates.

14. NewRiver Share Incentive Plans

NewRiver has adopted and operates the NewRiver Share Incentive Plans, further details of which are set out in paragraph 15 of Part 8 (*Additional Information*) of this document.

15. The Consideration Shares

The Consideration Shares will be issued credited as fully paid and will rank *pari passu* in all respects with the NewRiver Shares in issue at that time, including the right to receive and retain dividends and other distributions (if any) announced, declared, paid or made by reference to a record date falling after the Effective Date.

The Consideration Shares will be created under the Companies Act and the legislation made thereunder, will be issued in registered form and will be capable of being held in both certificated and uncertificated form. The other rights attached to the Consideration Shares are set out in paragraph 6 of Part 8 (*Additional Information*) of this document. Approval of the issue of the Consideration Shares will be sought at the NewRiver General Meeting pursuant to the Acquisition Resolution.

16. Listing, dealing and settlement of the Consideration Shares

The NewRiver Shares are listed on the Equity Shares (Commercial Companies) category of the Official List of the FCA and admitted to trading on the Main Market of the London Stock Exchange.

An application will be made to the FCA and to the London Stock Exchange, respectively, for the Consideration Shares to be issued pursuant to the Acquisition to be admitted to listing on the Equity Shares (Commercial Companies) category of the Official List and to trading on the Main Market of the London Stock Exchange (together, "**Admission**").

It is expected that Admission will become effective and that dealings on the London Stock Exchange in the Consideration Shares will commence on the London Stock Exchange, at 8.00 a.m. (London time) on the first Business Day following the date on which the Scheme becomes Effective.

The Existing Ordinary Shares are already admitted to CREST. It is expected that all of the Consideration Shares, when issued and fully paid, will be capable of being held and transferred by means of CREST.

Details of how Capital & Regional Shareholders can hold, access and trade in NewRiver Shares will be set out in the Scheme Document. Capital & Regional Shareholders resident in the United Kingdom will be able to hold their NewRiver Shares through any of the ways currently available to NewRiver Shareholders, including through an intermediary of their own choice should they wish to do so.

No application is currently intended to be made for the Existing Ordinary Shares or the Consideration Shares to be admitted to listing or dealing on any other exchange. The Consideration Shares will trade under the same ISIN as the Existing Ordinary Shares.

17. Dealings, cancellation of admission to trading of Capital & Regional Shares and re-registration

The Capital & Regional Shares will be acquired under the Scheme, fully paid and free from all liens, equities, charges, encumbrances, options, rights of pre-emption and any other third party rights and interests of any nature whatsoever and together with all rights now or hereafter attaching or accruing to them, including voting rights and the right to receive and retain in full all dividends and other distributions (if any) declared, made or paid, or any other return of capital or value (whether by reduction of share capital or share premium account or otherwise) made or paid on or after the Effective Date.

It is expected that the last day of dealings in Capital & Regional Shares on the Main Market and on the Main Board of the JSE will be on 9 December following which all Capital & Regional Shares will be suspended from the Official List and from trading on the Main Market of the London Stock Exchange and Capital & Regional Shares will be disabled in CREST and also suspended from trading on the Main Board of the JSE and disabled in the STRATE system.

It is intended that applications will be made to:

- the FCA to cancel the listing of the Capital & Regional Shares on the Equity Shares (Commercial Companies) category of the Official List;
- the London Stock Exchange to cancel the admission of the Capital & Regional Shares to trading on the Main Market of the London Stock Exchange; and
- the JSE for the cancellation of the listing and trading of the Capital & Regional Shares on the Main Board of the JSE,

in each case, to take effect shortly after the Effective Date.

Following the Scheme becoming Effective and after the delisting and cancellation of admission to trading of the Capital & Regional Shares on the Main Market of the London Stock Exchange and the delisting and cancellation of trading of the Capital & Regional Shares on the Main Board of the JSE, it is intended that Capital & Regional be re-registered as a private limited company as soon as practicable following the Effective Date.

On the Effective Date, share certificates in respect of Capital & Regional Shares shall cease to be valid and should be destroyed. Entitlements to Capital & Regional Shares held within the CREST or STRATE systems will be cancelled on, or shortly after, the Effective Date (as the case may be).

18. NewRiver General Meeting

You will find set out at the end of this document a Notice of General Meeting convening the NewRiver General Meeting to be held on 13 November 2024 at the offices of Eversheds Sutherland (International) LLP, One Wood Street, London, EC2V 7WS at which the Resolutions will be proposed. The full text of the Notice of General Meeting and the Resolutions is set out in Part 11 (*Notice of General Meeting*) of this document.

As noted in the Conditions to the Scheme described in paragraph 12 (*Structure of the Acquisition*) above, the implementation of the Acquisition is conditional upon the passing of an ordinary resolution, to authorise the NewRiver Directors generally and unconditionally for the purposes of section 551 of the Companies Act to allot and issue the Consideration Shares in connection with the Acquisition up to an aggregate nominal amount of £1,006,734, which represents the maximum nominal amount of the maximum number of Consideration Shares that may be issued pursuant to the terms of the Acquisition and represents approximately 27 per cent. of NewRiver's existing issued share capital as at the Last Practicable Date. If granted, this authority will expire at the conclusion of the annual general meeting of the Company to be held in 2025 (unless previously revoked, renewed or varied by the Company in general meeting) (the "**Acquisition Resolution**").

In addition, in order to allow the Company to retain sufficient flexibility to issue Ordinary Shares from time to time, the NewRiver Directors also intend to renew the authorities granted at the Company's 2024 Annual General Meeting (the "**Renewal Resolutions**"). Save in respect of the Consideration Shares, the NewRiver Directors currently have no plans to allot relevant securities, but the NewRiver Directors believe it to be in the interests of the Company for the NewRiver Board to be granted this authority, to enable the Company to take advantage of appropriate opportunities which may arise in the future. Resolutions 2, 3 and 4 will expire, unless previously revoked by the

Company, at the conclusion of the next annual general meeting of the Company or 5 November 2025, whichever is earlier. The authority to disapply statutory pre-emption rights contained within the Renewal Resolutions represents 20 per cent. of NewRiver's issued share capital as at the Last Practicable Date.

The full text of the Resolutions is set out in the Notice of General Meeting in Part 11 (*Notice of General Meeting*) of this document.

If the Acquisition Resolution is not passed by the NewRiver Shareholders at the NewRiver General Meeting, the Acquisition will not proceed.

If the Renewal Resolutions are not passed by the NewRiver Shareholders at the NewRiver General Meeting, but, the Acquisition Resolution is passed, the Acquisition will proceed.

The Company is calling the NewRiver General Meeting on not less than 14 clear days' notice as permitted by the enabling resolution passed at the Company's annual general meeting held on 5 August 2024. The Company considers doing so to be merited by the business of the meeting and considers proceeding to completion of the Acquisition as soon as possible and minimising the risk of events arising which may result in the Acquisition not proceeding, to be to the advantage of NewRiver Shareholders as a whole.

19. Irrevocable undertakings

All Capital & Regional Directors that hold Capital & Regional Shares have irrevocably undertaken in respect of their own, and their connected persons', beneficial holdings of Capital & Regional Shares, to vote, or procure the vote, in favour of the Scheme at the Court Meeting and of the Capital & Regional Resolution(s) to be proposed at the Capital & Regional General Meeting (or in the event that the Acquisition is implemented by a Takeover Offer, to accept, or procure the acceptance of, such Takeover Offer) in respect of 437,212 Capital & Regional Shares in aggregate, representing approximately 0.19 per cent. of the issued ordinary share capital of Capital & Regional on the Last Practicable Date.

Capital & Regional's largest shareholder, Growthpoint, is fully supportive of the Acquisition and, accordingly, has irrevocably undertaken to vote, or procure the vote, in favour of the Scheme at the Court Meeting and of the Capital & Regional Resolution(s) to be proposed at the Capital & Regional General Meeting at the Capital & Regional Meetings (or, in the event that the Acquisition is implemented by way of a Takeover Offer, to accept, or procure the acceptance of, such Takeover Offer), in respect of 160,648,081 Capital & Regional Shares, in aggregate, representing approximately 69 per cent. of the issued ordinary share capital of Capital & Regional on the Last Practicable Date. Following completion of the Acquisition, Growthpoint is expected to hold NewRiver Shares equivalent to approximately 14 per cent. of the enlarged issued ordinary share capital of NewRiver (based on the existing issued ordinary share capital of NewRiver and the anticipated fully diluted ordinary share capital of Capital & Regional at Completion). Growthpoint has also undertaken not to sell any Consideration Shares which may be issued to it under the terms of the Acquisition (i) for a period of five months following the Effective Date without the prior written consent of NewRiver and other than through NewRiver's financial adviser; and (ii) for a further period of four months thereafter, without first giving NewRiver reasonable written notice of any such sale and other than through NewRiver's financial adviser, in both cases subject to certain customary exceptions. Following this Growthpoint may look to sell down its residual stake, in line with its communicated strategy to simplify its business and optimise its international investments.

In total, NewRiver has therefore received irrevocable undertakings in respect of, in aggregate, 161,085,293 Capital & Regional Shares, representing approximately 69.1 per cent. of the issued ordinary share capital of Capital & Regional on the Last Practicable Date.

20. Action to be taken in respect of the NewRiver General Meeting

NewRiver is seeking approval of the Resolutions at the NewRiver General Meeting and your support is important to us.

To vote on the Resolutions you may vote:

- by logging on to www.SignalShares.com and following the instructions;
- using the LinkVote+ app;

- in the case of CREST members, by utilising the CREST electronic proxy appointment service;
- if you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform at www.proxymity.io.; or
- requesting and returning a hard copy form of proxy directly to the Company's registrars, Link Group.

Whether or not you intend to be present at the NewRiver General Meeting in person, in order for a proxy appointment to be valid it is important that you have recorded proxy details using one of the methods set out above by no later than 10.15 a.m. on 11 November 2024. Appointment of a proxy will not preclude you from attending the NewRiver General Meeting in person, if you so wish and are entitled.

If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 10.15 a.m. on 11 November 2024 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

Further details are set out in the Notice of General Meeting at the end of this document.

Recipients of this document who are the beneficial owners of NewRiver Shares held through a nominee should follow the instructions provided by their nominee or their professional adviser if no instructions have been provided.

If you have any queries relating to this document or attending and voting at the NewRiver General Meeting, please telephone the Registrar on the following number 0371 664 0321.

21. Risks and additional information

Your attention is drawn to the further information set out in Part 3 (*Information on Capital & Regional*) and Part 8 (*Additional Information*) of this document and, in particular, to the section entitled "Risk Factors" on pages 13 to 39 of this document.

22. Overseas Shareholders

General

The availability of Consideration Shares under the Acquisition to Capital & Regional Shareholders who are not resident in the UK may be affected by the laws of the relevant jurisdictions in which they are resident. This document has been prepared for the purpose of complying with English law and applicable regulations and the information disclosed may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws of jurisdictions outside of England. Overseas Shareholders should inform themselves about and should observe any applicable legal or regulatory requirements and, in case of doubt, should consult their own legal and tax advisers with respect to the legal and tax consequences of the Proposals in their particular circumstances. It is the responsibility of all Overseas Shareholders to satisfy themselves as to the full compliance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required, or the compliance with other necessary formalities which are required to be observed and the payment of any issue, transfer or other taxes due in such jurisdiction.

This document does not constitute an offer to sell or issue or the solicitation of an offer to buy, acquire or subscribe for shares in the capital of NewRiver in any Excluded Territory or to any person to whom it is unlawful to make such offer or solicitation. None of the securities referred to in this document shall be sold, issued or transferred in any jurisdiction in contravention of applicable law and/or regulation.

For those Capital & Regional Shareholders who hold their Capital & Regional Shares on the South African Register, it is anticipated that, as a consequence of certain South African regulatory requirements which make it unduly onerous for NewRiver to allot and issue the Consideration Shares to which they would otherwise be entitled pursuant to the terms of the Acquisition, such

Capital & Regional Shareholders will not receive such Consideration Shares and will instead receive a cash sum in South African Rand, further details of which are set out in Scheme Document.

Additional information for Capital & Regional Shareholders in the United States

The Acquisition relates to the shares of an English company and is being made by means of a scheme of arrangement provided for under English company law. A transaction effected by means of a scheme of arrangement is not subject to the tender offer rules or the proxy solicitation rules under the US Exchange Act. Accordingly, the Acquisition is subject to the disclosure and procedural requirements and practices applicable in the United Kingdom to schemes of arrangement, which differ from the disclosure requirements of United States tender offer and proxy solicitation rules.

The financial information included in this document (or, if the Acquisition is implemented by way of a Takeover Offer, the Offer Document) has been or will have been prepared in accordance with International Financial Reporting Standards and thus may not be comparable to the financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States.

The Consideration Shares are expected to be issued in reliance upon the exemption from the registration requirements of the US Securities Act provided by Section 3(a)(10) thereof.

For the purposes of qualifying for the exemption from the registration requirements of the US Securities Act afforded by Section 3(a)(10) thereunder, Capital & Regional will advise the Court that its sanctioning of the Scheme will be relied on by NewRiver as an approval of the Scheme following a hearing on the fairness of the terms and conditions of the Scheme to Capital & Regional Shareholders, at which Court hearing all Capital & Regional Shareholders are entitled to attend in person or through counsel to support or oppose the sanctioning of the Scheme and with respect to which notification has been given to all such holders.

None of the securities referred to in this document have been approved or disapproved by the U.S. Securities and Exchange Commission or any US state securities commission, nor have any such authorities passed judgment upon the fairness or the merits of the Acquisition or determined if this document is accurate or complete. Any representation to the contrary is a criminal offence in the United States.

However, if, in the future, NewRiver exercises the right to implement the Acquisition by way of a Takeover Offer and determines to extend the offer into the United States, the Takeover Offer will be made in compliance with applicable United States tender offer and securities laws and regulations and the requirements of US state securities laws, in each case, to the extent any exemptions thereunder are not applicable.

A US holder of Capital & Regional Shares should be aware that the transactions contemplated herein may have tax consequences for US federal income tax purposes and under applicable US state and local, as well as foreign and other, tax laws. Each Capital & Regional Shareholder is therefore urged to consult with legal, tax and financial advisers in connection with making a decision regarding the Acquisition.

It may be difficult for US holders of Capital & Regional Shares to enforce their rights and any claims arising out of US federal laws, since each of NewRiver and Capital & Regional are located in a non-US jurisdiction, and some or all of their officers and directors may be residents of a non-US jurisdiction. US holders of Capital & Regional Shares may be unable to sue a non-US company or its officers or directors in a non-US court for violations of US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's judgement.

To the extent permitted by applicable law, in accordance with normal UK practice, NewRiver, certain affiliated companies and their nominees or brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase, Capital & Regional Shares outside of the US, other than pursuant to the Acquisition, until the date on which the Acquisition and/or Scheme becomes Effective, lapses or is otherwise withdrawn. If such purchases or arrangements to purchase were to be made they would occur either in the open market at prevailing prices or in private transactions at negotiated prices and comply with applicable law, including the US Exchange Act. Any information about such purchases will be disclosed as required in the UK, will be reported to the Regulatory News Service of the London Stock Exchange and will be available on the London Stock Exchange website at www.LondonStockExchange.com.

23. Taxation

Information regarding taxation in the UK in relation to the NewRiver Shares is set out in Part 7 (*REIT Status and Taxation*) of this document. NewRiver Shareholders and prospective investors who are in any doubt as to their tax position, or who are subject to tax in any other jurisdiction, should consult their appropriate professional adviser as soon as possible.

24. NewRiver Board recommendation

The NewRiver Board, which has been so advised by Jefferies as to the financial terms of the Proposals, considers the Proposals to be in the best interests of NewRiver Shareholders, as a whole. In providing its advice, Jefferies has taken into account the commercial assessments of the NewRiver Board.

The NewRiver Board intends unanimously to recommend that NewRiver Shareholders vote, or procure the vote, in favour of the NewRiver Resolutions to be proposed at the NewRiver General Meeting which is to be convened to approve the Proposals and related matters, as those NewRiver Directors who hold NewRiver Shares have irrevocably undertaken to do in respect of their own beneficial holdings of, in aggregate, 1,401,899 NewRiver Shares, representing approximately 0.37 per cent. of the issued ordinary share capital of NewRiver on the Last Practicable Date.

25. Recommendation of the Independent Capital & Regional Directors

The Independent Capital & Regional Directors have recommended unanimously that Capital & Regional Shareholders vote, or procure the vote, in favour of the Scheme at the Court Meeting (or, in the event that the Acquisition is implemented by a Takeover Offer, accept, or procure the acceptance of, such Takeover Offer) and in favour of the Capital & Regional Resolution(s) to be proposed at the Capital & Regional General Meeting, as those Capital & Regional Directors who hold Capital & Regional Shares have irrevocably undertaken to do in respect of their own, and their connected persons', beneficial holdings of, in aggregate, 437,212 Capital & Regional Shares, representing approximately 0.19 per cent. of the issued ordinary share capital of Capital & Regional on the Last Practicable Date.

Norbert Sasse and Panico Theocharides, non-executive directors of Capital & Regional, are Growthpoint's nominated representatives on the Capital & Regional Board. As noted above, Growthpoint, in its capacity as Capital & Regional's largest shareholder, has given an irrevocable undertaking to vote, or procure the vote, in favour of the Scheme at the Court Meeting and of the Capital & Regional Resolution(s) to be proposed at the Capital & Regional General Meeting (or, in the event that the Acquisition is implemented by way of a Takeover Offer, to accept, or procure the acceptance of, such Takeover Offer). As a result of this, and of Growthpoint's interest in Capital & Regional, Norbert Sasse and Panico Theocharides have not participated in the decision to recommend the Acquisition to Capital & Regional Shareholders.

Yours faithfully,

Lynn Fordham

Non-executive Chair of NewRiver REIT plc

Part 2

Information on the NewRiver Group

1. Introduction to the Company

NewRiver is an established UK real estate investor, asset manager and developer which is listed on the Equity Shares (Commercial Companies) category of the Official List of the FCA, has its ordinary shares admitted to trading on the Main Market of the London Stock Exchange (ticker: NRR) and is a constituent member of the FTSE All-Share and the FTSE EPRA Indices.

NewRiver's community shopping centres and conveniently located retail parks are occupied by tenants predominantly focused on providing essential goods and services. Alongside its balance sheet assets, and in order to leverage its high-quality retail asset management platform, NewRiver also has a Capital Partnership business, which generates recurring fee income by providing asset management services to a high quality roster of institutional, private equity and public sector partners. NewRiver's objective is to own and manage the most resilient retail portfolio in the UK, focused on core shopping centres, retail parks, and regeneration opportunities in order to deliver long term attractive recurring income returns and capital growth for its shareholders. NewRiver is one of the largest owners and managers of retail real estate assets in the UK with gross assets of approximately £539 million as at 30 June 2024 and a market capitalisation of approximately £314 million as at the Last Practicable Date.

The NewRiver Group owns and/or manages a portfolio of approximately £2.0 billion (of which approximately 74 per cent. is owned by its capital partners) and collects almost £190 million per annum of rent from over 3,000 tenants across 43 shopping centres and 30 retail parks (as at 30 June 2024, and including the subsequent acquisition of Ellandi which took place on 3 July 2024).

The NewRiver Group's purpose and strategy is to deliver a reliable and recurring income led 10 per cent. total accounting return by leveraging its significant knowledge and experience of the consumer, retail and capital markets and is underpinned by its business model:

- **Disciplined capital allocation** – NewRiver assesses the long-term resilience of its assets, with capital allocation decisions made by comparing risk-adjusted returns on its assets to those available from other uses of capital. Capital allocation options include investing into its existing portfolio, acquiring assets in the direct real estate market and share buybacks. Assets can be acquired either on its balance sheet or in capital partnerships.
- **Leveraging its platform** – NewRiver leverages its market leading platform to enhance and protect income returns through active asset management across its assets and on behalf of its capital partnerships. The latter also provide enhanced returns through asset management fee income and the opportunity to receive promote fees.
- **Flexible balance sheet** – NewRiver's operating platform is underpinned by a conservative, unsecured balance sheet. NewRiver is focused on maintaining its prudent covenant headroom position and has access to significant cash reserves which provide it with the flexibility to pursue opportunities which support its strategy for growth.

The NewRiver Group operates a conservative financial model and, as at 31 March 2024:

- had a LTV ratio of 30.8 per cent.;
- a strong interest cover ratio at 6.5 times and net debt: EBITDA of 4.8 times;
- has strong relationships with a wide range of lending banks and its bondholders;
- has no drawn debt maturity until March 2028 (excluding debt in relation to the NewRiver Group's joint venture interests); and
- has a fixed interest rate of 3.5 per cent. on drawn debt, fixed until March 2028.

The NewRiver Directors consider that the NewRiver Group's conservative financial model, its geographically diverse resilient retail portfolio which continues to deliver on its strong operational metrics as well as the ongoing development of its capital partnerships make it well-positioned over the medium to long term.

2. History and development

NewRiver Retail was initially incorporated with limited liability in Guernsey in June 2009 as a Registered Closed Ended Investment Scheme, a structure commonly used at that time by new property companies applying for admission to trading on AIM and to listing on the Channel Islands Stock Exchange.

On 22 November 2010, NewRiver Retail converted to REIT status bringing it into line with the structure of many of the more mainstream listed UK property businesses. REITs are required to distribute at least 90 per cent. of the profits from their property rental businesses as dividends and this is a structure which sits well alongside the NewRiver Group's focus on income-producing assets and the importance of income returns as a key component of total returns.

Following its move to the Main Market for listed securities of the London Stock Exchange, NewRiver's inclusion in the FTSE All-Share and FTSE EPRA Indices became effective from 19 December 2016.

Allan Lockhart co-founded NewRiver, serving as its Property Director since 2009 and until his appointment as Chief Executive Officer of the Company in May 2018. Other key individuals within the NewRiver Group's highly experienced management team include Will Hobman, Emma Mackenzie, Charles Spooner and Edith Monfries. The executive management team have also recently been joined by Morgan Garfield and Mark Robinson, following the NewRiver Group's acquisition of Ellandi.

In the last 3 years, the NewRiver Group has completed on a number of disposals, including the sale of its entire pub business, Hawthorn, for gross proceeds of c. £224 million in the NewRiver's Group 2022 financial year, together with a further £77.1 million worth of retail disposals in the same year. In aggregate, in the following 2023 and 2024 financial years it raised a further £23 million and £38m of gross proceeds respectively through its disposal programme.

As detailed in paragraph 1 above, the NewRiver Group has, in recent years, been focussing on the growth of its capital partnerships. For example, in November 2022, NewRiver announced that it had been appointed by M&G Real Estate to manage a retail portfolio which, further to agreement to expand the scope of the appointment, comprised 17 retail parks and 2 shopping centres in the UK, as at 30 June 2024, for an initial three-year term. On 4 July 2024, NewRiver announced the acquisition of Ellandi, an asset and development management business focused on UK retail and regeneration, for an initial cash consideration of £5 million, increasing the Capital Partnership business' assets under management to c. £1.5 billion across a portfolio of 21 shopping centres and 18 retail parks, with 13 different partners.

3. Dividend policy

Dividends have always formed an important part of total returns for NewRiver Shareholders. With effect from the financial year commencing 1 April 2014 until March 2020 and the onset of the Covid-19 pandemic, the NewRiver Group paid quarterly dividends, a policy which provided a regular source of income for NewRiver Shareholders and an attractive cashflow return profile. However, on 19 March 2020 the NewRiver Board took the decision to suspend the dividend to protect cash and liquidity due to the uncertainty caused by the Covid-19 pandemic. The dividend was re-instated for the financial year ended 31 March 2021 with an updated policy designed to ensure that the dividend is always comfortably covered. Under this policy dividends are declared twice annually at the NewRiver Group's half and full year results. Dividends are typically paid equivalent to 80 per cent. of underlying funds from operations, with any top-up, including, where required, to ensure REIT compliance confirmed at the full year results. In respect of the financial year ended 31 March 2024, the Company paid dividends totalling 6.6 pence per NewRiver Ordinary Share, representing a payout of 85 per cent. of underlying funds from operations.

4. The UK retail real estate market

4.1 *Introduction*

The NewRiver Group is a UK real estate investor, asset manager and developer, whose investment focus is on the UK retail real estate sub-sector.

The NewRiver Group owns and/or manages a portfolio of approximately £2.0 billion across 43 shopping centres and 30 retail parks, of which approximately 74 per cent. is owned by its capital partners (as at 30 June 2024 and including the subsequent acquisition of Ellandi). The NewRiver Group's total investment property is approximately £539 million of gross assets as at 30 June 2024 and focuses on Retail Parks (approximately 33 per cent. of NewRiver Group's total investment property by value), Core Shopping Centres (approximately 56 per cent.), Regeneration Shopping Centres (approximately 5 per cent.) and Work Out Shopping Centres & Other (approximately 6 per cent.).

The NewRiver Directors consider that there are key characteristics of resilient retail assets, based on their significant retail real estate experience and proprietary data sources. These characteristics, ranging from location, supply-demand dynamics, online compatibility and rental affordability to asset management intensity can be quantitatively measured to form an assessment of an asset's long-term resilience, guiding their acquisition screening and ultimately capital allocation decisions

As a leading UK retail real estate owner and manager, the NewRiver Group understand what makes a resilient retail asset and how to protect and enhance resilience over the longer term. By focusing on the fundamentals, the NewRiver Directors are confident on delivering stable income, capital growth and premium total accounting returns.

The NewRiver's Group purpose is to own, manage and develop resilient retail assets, particularly shopping centres and retail parks. The NewRiver Group portfolio is well-located across the UK, focused on essential goods and services, omnichannel compatible space for successful and expanding occupiers reliant on a physical store network and supports the development of thriving communities.

The information set out below provides: (i) an overview of the UK property market and retail property within that; and (ii) a discussion on trends in the market.

4.2 ***Overview of the UK real estate market***

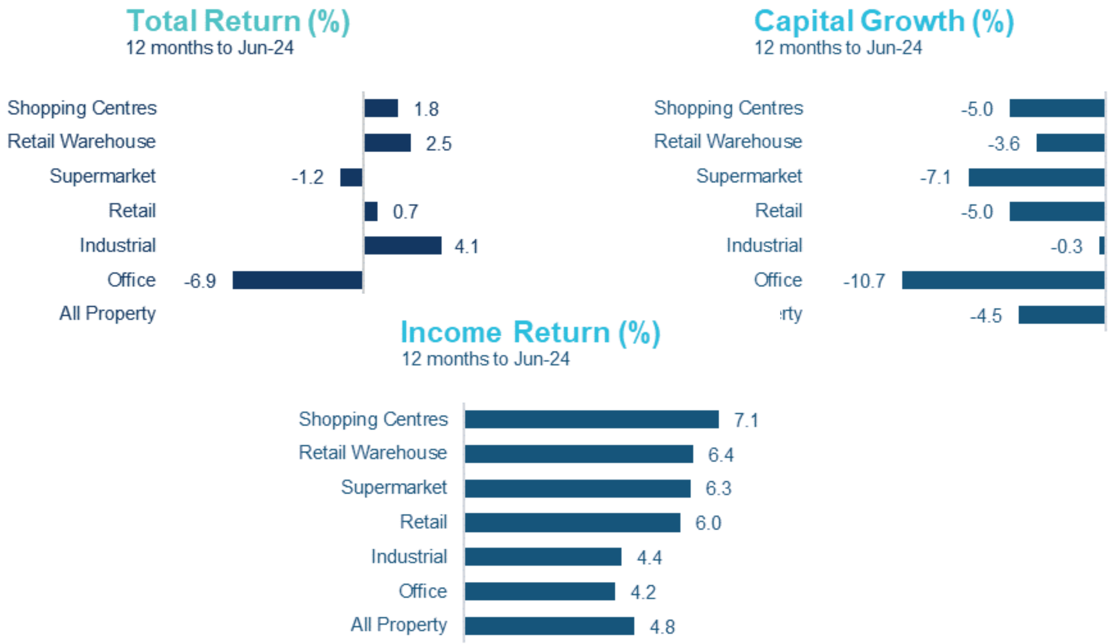
4.2.1 *UK retail real estate market*

Transactional volumes across the commercial real estate investment market remained low throughout 2023, totalling c. £129 billion and approximately 31 per cent. down versus 2022, as a 15-year high in interest rates and persistent inflation led to declining asset values and increased borrowing costs. Investor interest has been returning slowly with transaction volumes in the first half of 2024 at c. £71 billion, an approximate 10 per cent. increase on the first half of 2023.

The MSCI June 2024 Quarterly Index shows re-pricing in the 12 months to 30 June 2024, with "All Property" recording a decline of -4.5 per cent., Offices at -10.7 per cent., Supermarkets at -7.1 per cent., Shopping Centres at -5.0 per cent. and Retail Warehouses at -3.6 per cent., with most of the decline coming through in the second half of 2023. Industrial values were broadly flat for the year. These declines are primarily due to outward yield shift as the market adjusts to the "new normal" of interest rates. However, such movements are materially smaller when compared to the prior 12 months, and the market is seeing positive signs as Retail Warehouse, Supermarket and Industrial values have returned to growth and Shopping Centres broadly flat in the three months to 30 June 2024.

NewRiver Directors consider there will be further improvement in investment returns with stability in capital values supported by the prospect of further rates reductions. This will stimulate activity in the capital markets with income returns continuing to be the key driver of positive total returns.

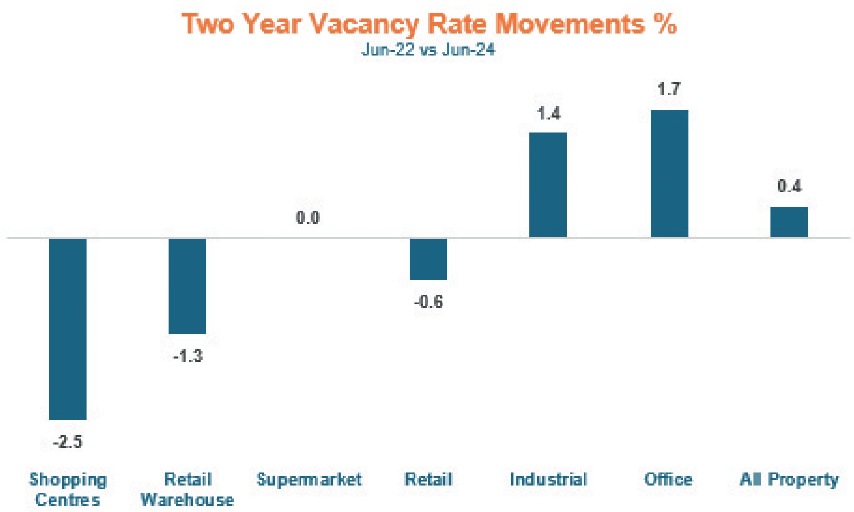
The MSCI June 2024 Quarterly Index categorises real estate by sub-sectors and produces performance data across these, as illustrated below:



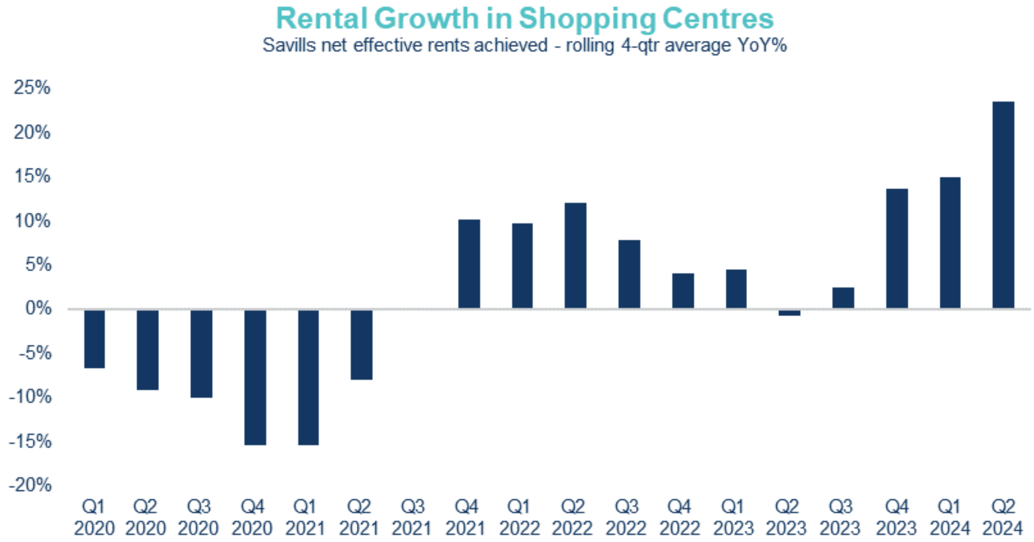
The UK shopping centre and retail warehouse market

4.2.2 *Shopping Centre Market*

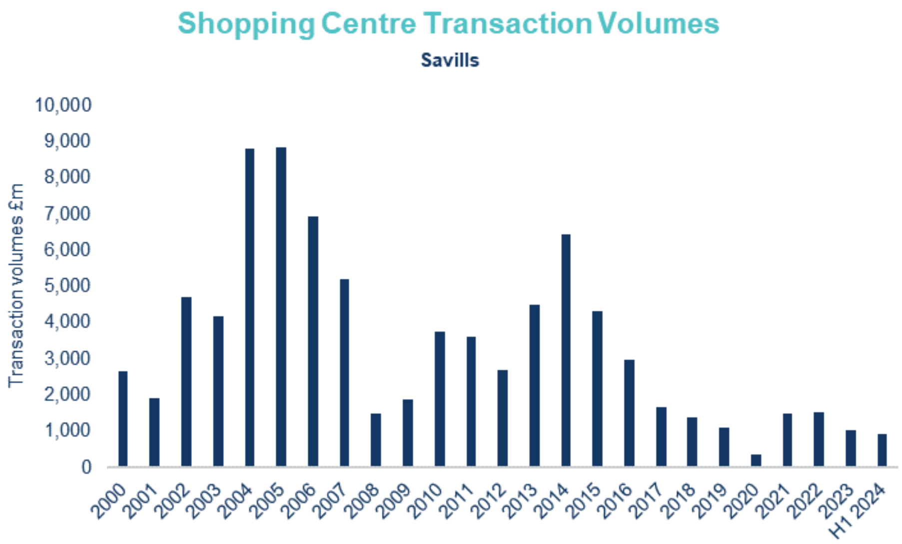
Within Shopping Centres, competitive tension is building as a number of operators look to expand strategically in well located assets. As a result, vacancy rates across the market have fallen with the June MSCI Quarterly Index showing a reduction in vacancy of 250bps in the two year period to June 2024.



This occupational demand has led to an upward trend in rents and since late 2021, Savills have reported consistent year-on-year growth on achieved net effective rents within Shopping Centres and in the second quarter of 2024 reported +23.5 per cent. growth.



In the Shopping Centre capital markets, the first half of 2024 saw more than double the transaction volumes compared to the first half of 2023. £928 million transacted across 27 deals, representing 82 per cent. of the ten-year average total transaction value for the first half of the year. Savills estimates that at the half year point there was a further c. £860 million under offer. Whilst volumes have been relatively low compared to historical levels, sentiment has remained positive in the sector due to the continued resilience of the consumer, the falling vacancy rates, pricing stability and high income returns compared to other sectors. This has resulted in renewed interest from both private equity and institutional funds again reviewing opportunities in the sector. The shopping centre market is highly segmented ranging from assets serving the destinational shopping journey to locally dominant schemes satisfying convenience-led trips to challenged retail centres and redevelopment opportunities. As such there are a range of buyers within each segment of the market and the NewRiver Directors expect this trend to continue.

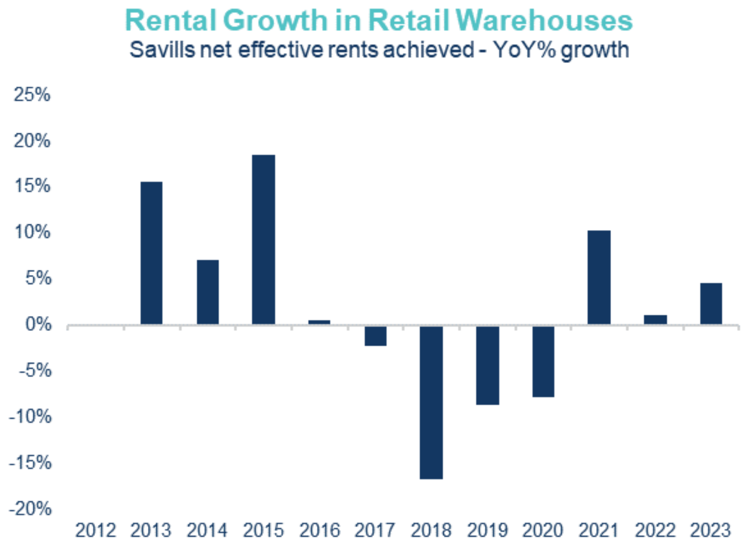


4.2.3 *Retail Warehouse Market*

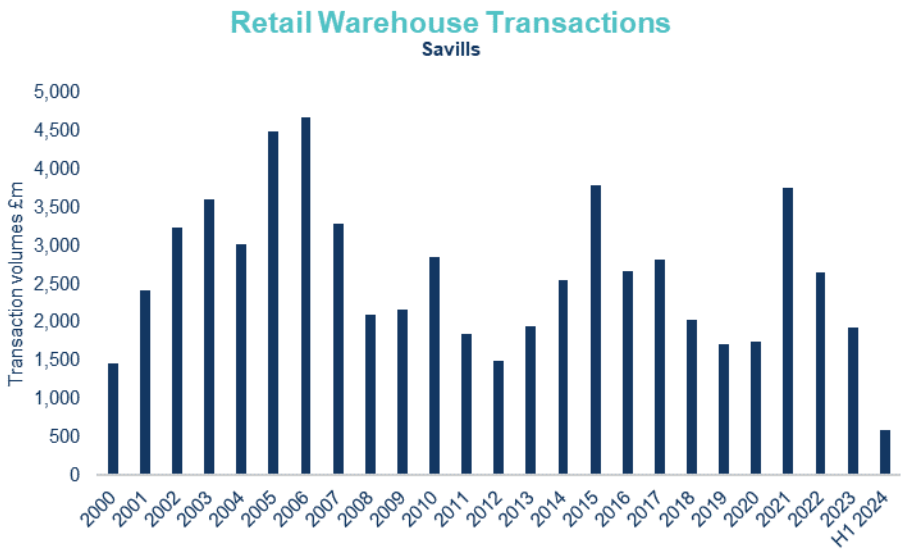
Within the Retail Warehouse occupational market there has been a sustained period of demand from a wider variety of operators, particularly those with a focus on essential product categories from household goods and groceries to discount variety stores. This high demand for space whilst the availability is significantly limited, the current vacancy rate being only 3.4 per cent. as reported by MSCI in June 2024, has led to rental growth in the Retail

Warehouse market. Savills reported an annual net effective growth rate of 4.5 per cent. in 2023. This is expected to accelerate given the favourable supply-demand imbalance.

A key strength of Retail Warehouses is its prominent role within omnichannel retail for both consumers and retailers. They have click-and-collect friendly characteristics such as free, surface level parking and good access; being conveniently located on key arterial routes and having large units suitable for holding stock at low occupational costs mean retailers can use stores as fulfilment centres much closer to their consumer than distribution centres.



In the first half of 2024, £593 million transacted, with volumes in the first quarter down 16 per cent. against the first quarter of 2023 and 33 per cent. below the long-term quarter average since 2000. This has been driven by a lack of available stock rather than demand with pricing and investor sentiment improving over the same period. In 2023, £1.9 billion transacted, down -27 per cent. which aligns with the wider real estate market and follows two years of high activity with £3.7 billion and £2.6 billion transacting in 2021 and 2022 respectively. Investors remain attracted by the favourable supply/demand imbalance and increasing recognition that Retail Warehouses are highly compatible with online fulfilment which is driving the prospects of significant rental growth. This is in addition to the attractive day one entry yield and high-quality income versus other sectors relative to the risk profile. Key buyers throughout this period have included UK funds and international investors and at the smaller lot size of sub £20 million, private investors and small property companies have remained active.



4.3 ***Trends***

4.3.1 *Polarisation*

The retail market is segmented ranging from prime regionally dominant assets serving the destinational shopping journey with a focus on discretionary spending to locally dominant schemes benefitting from high repeat footfall and satisfying convenience-led trips through the provision of essential goods and services. Consumers differentiate their shopping trips accordingly, with retailing destinations needing to align clearly to these distinct shopping trips. The NewRiver Group's portfolio has a clearly defined focus, being convenience-led, community-focused retail assets throughout the UK which in turn contribute to the community and wider society.

4.3.2 *Consumers still spending*

Over the past 12 months, the UK consumer has been more resilient than financial markets were expecting. Key indicators that influence consumer spending are heading in the right direction and are highlighted below:

4.3.2.1 *Cost of living turning point*: inflationary pressures continue to ease albeit slowly, and interest rates appearing to have peaked, with the expectation of further rate cuts over the course of the next year. The most recent consumer price index of 2.2 per cent. in the 12 months to August is a significant improvement on the most recent peak of 11.1 per cent. in October 2022. Inflation is now at levels much more comfortable for business and households, close to the Bank of England's target of 2 per cent.

4.3.2.2 *Tight labour market and rising living standards*: The labour market has remained strong, although softening, and the unemployment figure reported by the ONS of 4.1 per cent. in July 2024, demonstrated that levels remained low. Wage growth has persisted robustly, at 5.1 per cent. annual growth in regular pay to July 2024 and with inflation continuing its downwards trajectory, there has been real wage growth since June 2023.

4.3.2.3 *Growth in the housing market*: Despite the sharp rise in interest rates since 2022, house prices have shown resilience in the face of significantly higher borrowing costs, with an annual growth rate of +4.3 per cent. in August 2024 according to the Halifax House Price Index. The current average house price is only £1,000 shy of the record high set in June 2022. However, the affordability of new mortgages means many potential buyers have delayed their plans, especially for first time buyers, putting further pressure on rental costs already impacted by a significant supply/demand imbalance.

According to customer spending data provided by Lloyds Bank, both retail and supermarket spending delivered year-on-year sales value growth of c. 1.4 per cent. and c. 5.0 per cent. respectively. This growth is despite consumers having to spend more on mortgages (c. 8.8 per cent.), council tax (c. 5.8 per cent.) and travel (c. 11.1 per cent.) which has in part been offset by a c. 14.0 per cent. decrease in energy costs. The increased level of retail spending is also reflected in the like-for-like consumer spend within the NewRiver Group portfolio, informed by the Lloyds Bank spending data, which shows in-store spend is up approximately 7.4 per cent. year-on-year.

The NewRiver portfolio is in part sheltered from the variability in consumer demand as its occupier base has limited exposure to discretionary spend with 80 per cent. by rent from retail tenants within essential sub-sectors.

4.3.3 *Limited retailer distress*

Significant corporate restructuring in retail has already taken place, removing the weakest retailers and excess competition from the market place. The Centre for Retail Research reported a circa -58 per cent. decrease year-on-year in the number of stores affected by insolvency in 2023 and was at its lowest number since 2015. Circa 42 per cent. of the stores impacted in 2023 were Wilkos, a large proportion of which were taken by The Range, B&M and Poundland. In 2024, the number of stores impacted up to the end of August 2024 is circa -22 per cent. less than the total of those in 2023, c. 36 per cent. of which are

Carpetright stores that have been quickly taken by Tapi and other retail park operators. There are of course brands leaving the market, but this is normal, and the overall number is limited.

4.3.4 *Most profitable retailers remain*

Over the last 10 years most retailers have focused on profit and delivering operational efficiencies not just volume growth. The INCANS Projected Probability of Failure model shows that the average projected failure rate for the Retail companies over a five year period is 2.1 per cent., this aligns with both the Industrial and Logistics sector averages. Weakness within the retail sector remains primarily with the online pure-players who are struggling to drive sales, market share and EBITDA in a higher interest rate environment. The past 10 years have also seen retailers complete extensive work in portfolio re-positioning and we are now seeing these retailers again actively seeking space in the market with a breadth of demand across both Shopping Centre and Retail Parks.

4.3.5 *The true value of the physical store has been demonstrated*

For the consumer, the omnichannel experience means the freedom and flexibility to browse online, visit local stores and place orders when and where they want. For retailers, it is focusing on a customer-centric supply chain strategy, but there is a trade-off between agility, service levels and distribution costs. A key solution to lower costs and improving customer experience includes leveraging the pre-existing physical store network. Omnichannel operators account for +50 per cent. of online sales and they continue to win market share year on year, although it is important to note that c.75 per cent. of retail sales still occur in-store (*Source: Office for National Statistics' Retail Sales Index for August 2024*). Retailers have achieved this fully integrating their online channel with their last mile store network e.g. click and collect which is increasingly popular for both consumers and retailers.

5. Key strengths

The NewRiver Directors believe the NewRiver Group's key strengths include the following:

- A highly-experienced management team: the NewRiver Group has a highly experienced and entrepreneurial senior management team with extensive experience in property and capital markets. With over 100 years of combined experience in the property industry, the senior management team have managed businesses and assets through the property cycle and across several of the sub-sectors of the real estate industry. In addition to the experienced senior management team, NewRiver was named as one of the best places to work in the UK according to the Sunday Times Best Places to Work 2024 list and has high retention rates, resulting in strength in depth across the business with a wider operational team who have detailed knowledge of the UK retail real estate markets.
- Sector specialisation: since 2009, the NewRiver Group has specialised in retail real estate and consistently purchased assets which the NewRiver Directors believe are attractive and meet its target return criteria. The NewRiver Directors believe the NewRiver Group's regional and lot size focus, data-driven approach, acquisition skills, reliability as a transaction counterparty and combined asset management and development skills have left the NewRiver Group well-positioned to continue to carve out a leading position in UK real estate which allows it to meet its return targets.
- Data-driven insight informs decision making: access to high quality data provides deep insight and market intelligence, including powerful customer spend data, helping the NewRiver Group's decision-making across capital deployment, leasing, tenant mix, marketing, development and analysing the long-term risk and resilience of assets.
- Well-positioned portfolio with geographic scale: the NewRiver Group continues to deliver on its strong operational metrics which is reflective of its portfolio focus and positioning towards essential based retail and services, where a physical store is vital to its occupiers and is supported by positive momentum in the retail occupational markets and sustained consumer spending.

  The portfolio is geographically diversified and has a good spread of high-quality tenants across the UK, which has given the NewRiver Group a deep market knowledge and strong occupier relationships.

The NewRiver Group's total investment property is £538.8m of gross asset value across 41 assets and 5.9m sq ft with a high occupancy rate of approximately 97 per cent. and high retention rate of approximately 95 per cent. as at 30 June 2024. Property rental, other income and related income was some £54.2 million during the year ended 31 March 2024 and weighted average lease length stood at 5.2 years

The NewRiver Group's active asset management strategies have resulted in a strong +4.3 per cent. leasing vs portfolio ERV in the three month period to 30 June 2024 and an income, capital and total return outperformance vs. MSCI over a 5 year period as at 31 March 2024.

- Leveraging the NewRiver platform: the NewRiver Group's operating structure provides a sound platform around which to continue to grow the business. The NewRiver Group has grown its operating platform in a measured way, calculated to support a significantly larger business in the future.
- Growth of capital partnerships and co-investment: The NewRiver Group's key partnerships across the public, private equity and institutional sectors illustrate the importance of specialist retail partners in a highly operational sector and represent endorsement of the quality of the NewRiver's asset management platform. The NewRiver Director's believe that their geographical representation, together with its customer, retailer and capital market insights, is unrivalled and being a specialist asset backed operating platform makes it well placed to growth their Capital Partnerships activities.

  Capital Partnerships remain a key strategic focus for NewRiver. As at 30 June 2024, and including the subsequent acquisition of Ellandi on 3 July 2024, NewRiver owned and/or managed a portfolio of c. £2 billion (of which approximately 74 per cent. is owned by its capital partners) and collected approximately £190 million per annum of rent from over 3,000 tenants across 43 shopping centres and 30 retail parks.
- Strong balance sheet – macroeconomic developments, particularly the increase in inflation, have impacted financial markets. The strength of the Company's unsecured balance sheet, described in further detail at paragraph 7 ("*Flexible Balance Sheet*") below, means NewRiver has significantly mitigated the risk of not being able to secure sufficient financing. Increased cash levels have also mitigated these risks and provide deposit opportunities.

6. Overview of the NewRiver Group's principal activities

NewRiver is an established UK real estate investor, asset manager and developer specialising in buying, managing and developing resilient retail assets throughout the UK. As at 30 June 2024 and including the subsequent acquisition of Ellandi on 3 July 2024, it owned or managed a UK-wide portfolio of 43 shopping centres and 30 retail parks.

The Company's retail portfolio is segmented into (i) Core Shopping Centres (ii) Retail Parks (iii) Regeneration Shopping Centres and (iv) WorkOut/Other Shopping Centres.

A summary of the NewRiver Group's top 10 assets in terms of valuation (as at 30 June 2024) is set out below:

Name	Floor Area (sq ft)*	Gross Rent*	Occupancy*	Key Occupiers
Broadway Shopping Centre, Bexleyheath	397,000	£6.6m	100%	M&S, Boots, WH Smith, The Gym
Abbey Centre, Newtownabbey	320,000	£5.6m	97.6%	Primark, Next, Dunnes
Broadway Square Retail Park, Bexleyheath	140,000	£3.0m	100%	Sainsbury's, TK Maxx, B&M
Priory Meadow Shopping Centre, Hastings	285,000	£5.1m	98.6%	Primark, M&S, Boots, H&M
The Avenue, Newton Mearns	199,000	£2.2m	98.6%	Asda, M&S Simply Food, Boots
Hollywood Retail & Leisure Park, Barrow	125,000	£1.6m	100%	Aldi, Smyths, Dunelm
Hillstreet Shopping Centre, Middlesbrough	240,000	£2.6m	93.2%	Primark, Superdrug, Boyes
Rishworth Centre, Dewsbury	99,000	£1.3m	100%	Aldi, Pets at Home, Iceland, Matalan, Pure Gym
Cuckoo Bridge Retail Park, Dumfries	131,000	£1.3m	90.5%	Homebase, Dunelm, B&M, Iceland
Capitol Shopping Centre, Cardiff	167,000	£1.4m	100%	Tesco, The Gym, Caffe Nero

* *all figures are approximate*

The NewRiver Group benefits from a diverse roll of tenants in its core shopping centre / retail park portfolio, as illustrated in the table below, which sets out the NewRiver Group's top 10 tenants across its portfolio by gross income (as at 30 June 2024):

Retailer	% Total Rent
Poundland	3.3%
B&M	2.9%
Boots	2.4%
Marks and Spencer	2.4%
Iceland	2.1%
Superdrug	2.0%
TK Maxx	1.9%
Sainsbury's	1.7%
Matalan	1.5%
Primark	1.5%

6.1 ***Core Shopping Centres***

The NewRiver Group's Core Shopping Centres are in the heart of their local communities, playing a key role to the local social and economic prosperity of their conurbations by providing a range of essential goods and services to local people. The centres are easily accessible with short travel times supporting the wider climate and well-being agenda.

As at 30 June 2024 the Core Shopping Centre portfolio represented 56 per cent. of the total portfolio value and comprises 17 core community shopping centres. As stated in the 2024 Annual Report and Accounts, due to its underlying retail performance, Bexleyheath, which is made up of a shopping centre and retail park in Greater London, has been transferred from the Regeneration portfolio and into the Core Shopping Centre and Retail Park portfolios.

6.2 ***Retail parks***

The majority of NewRiver Group's retail parks are adjacent to major supermarkets and play a prominent role within omnichannel retail for both consumers and retailers. They have click-and-collect friendly characteristics such as free, surface-level parking and good access; being conveniently located on key arterial routes and having large units suitable for holding stock at low occupational costs mean retailers can use stores as fulfilment centres much closer to their consumer than distribution centres.

As at 30 June 2024 Retail Parks represented 33 per cent. of the total portfolio value and comprises 13 assets.

6.3 ***Regeneration assets***

As at 30 June 2024 the NewRiver Group had two regeneration assets, representing approximately 5 per cent. of the NewRiver Group's total portfolio value. At Grays Shopping Centre, a planning application has been submitted to redevelop the shopping centre into a high-density residential-led redevelopment of approximately 850 homes. At Burgess Hill, the NewRiver Group is in discussions to form a new joint venture to deliver a regeneration project involving a retail anchor store (for which terms have been agreed with a major food discounter), an 89-bedroom hotel (for which terms have been agreed with a budget hotel operator) and for the disposal of part of the site.

6.4 ***Work out disposals***

In financial year 2022 the NewRiver Group announced its intention to exit from its non-core retail portfolio (its 'Work Out' portfolio) and recycle capital into resilient retail. As at 30 June 2024 the Work Out portfolio represented 5 per cent. of the NewRiver Group's total portfolio following the completion of two disposals and two turnaround strategies during the 2024 financial year. Since 31 March 2024, one further disposal has completed, resulting in £3 million of gross proceeds. The NewRiver Group now anticipates having fully exited the Work Out portfolio by the end of financial year 2025 with the planned disposal of two further assets, with a combined value of £4 million, and the completion of two remaining turnaround strategies.

6.5 ***Capital Partners***

Capital partnerships are an important part of NewRiver's business. The assets owned through such arrangements represent approximately 74 per cent. of the NewRiver Group's total investment property assets under management by value.

Capital partnerships are a key component of the NewRiver Group's strategy to deliver earnings growth in a capital light way. As at 30 June 2024 the NewRiver Group had three key capital partnerships:

- Canterbury City Council in the public sector;
- BRAVO II in the private equity sector; and
- M&G Real Estate in the institutional sector.

As at the Last Practicable Date, the NewRiver Group now manages 17 retail parks and 21 shopping centres on behalf of its capital partners.

The acquisition of Ellandi on 3 July 2024 aligns with NewRiver's strategy to expand its Capital Partnership business over the medium term. The NewRiver Directors believe that the acquisition of Ellandi will leverage the Company's position as one of the largest specialist retail real estate asset managers in the UK to partner with new and existing owners of retail property, who recognise the importance of track record and specialism in this highly operational asset class with the potential to deliver compelling forward-looking returns, while maintaining significant cash resources to fund balance sheet growth opportunities.

The NewRiver Group has also launched the search for a new capital partner to target UK retail parks. NewRiver are targeting a minimum raise of £200 million of private capital from 'core plus' investors in which NewRiver will co-invest. Engagement to date has been positive and has demonstrated that specialist asset backed operating platforms like NewRiver will become more important as the main conduit for private capital investing into the real estate markets which are increasingly becoming more operational.

NewRiver manages the property assets held in all of the capital partners and receives proportional rental income, as well as enhanced returns from asset management fees with the potential to receive financial promotes.

7. Flexible balance sheet

The NewRiver Group's operating platform is underpinned by a conservative, unsecured balance sheet with a fixed interest rate of 3.5 per cent. on drawn debt and no maturity on drawn debt until March 2028, excluding debt in relation to the NewRiver Group's joint venture interests. The NewRiver Group is focussed on maintaining its prudent covenant headroom position and access to significant cash reserves allowing the NewRiver Group flexibility to pursue opportunities in support of its strategy and growth.

8. Financial overview

The table below summarises key financial highlights of the NewRiver Group for the financial year ended 31 March 2024:

INCOME STATEMENT

	Year to 31 March 2024 (audited) (£m)
Revenue	65.0
Underlying Funds From Operations ("UFFO")	24.4
Profit for the year before taxation (before fair value adjustments)	16.9
Basic earnings per share (pence)	1.0

BALANCE SHEET

	As at 31 March 2024 (audited) (£m)
Total assets	759.6
Total equity	361.1
Borrowings	296.6

CASH FLOW

	Year to 31 March 2024 (audited) (£m)
Net cash generated from operating activities	22.7
Net cash generated from investing activities	23.6
Net cash generated from financing activities	(22.1)
Cash and cash equivalents at 31 March 2024	132.8

9. Valuation

The following table summarises the market value of the NewRiver Group's total investment property assets as at 30 June 2024, which are covered by the Property Valuation Reports in Appendix 1 (*Property Valuation Reports*) to this document:

As at 30 June 2024	Value £m*	Portfolio Weighting %
Shopping Centres – Core	303.8	56%
Retail Parks	178.2	33%
Shopping Centres – Regeneration	24.7	5%
Total Core Portfolio	**506.7**	**94%**
Shopping Centres – Work Out	29.0	5%
Other	3.1	1%
Total Portfolio	**538.8**	**100%**

* *Two properties within the NewRiver Group's property portfolio above are held through joint ventures in which the NewRiver Group holds a 10 per cent. interest (the "partnership properties"). The aggregate market value of the partnerships properties, as at 30 June 2024, was £99.2 million with the Group's apportioned share of the aggregate market value being £9.9 million. It is the apportioned amount that is reflected in the total portfolio value above.*

There has been no material change in the valuation of the properties which are the subject of the Knight Frank Property Valuation Report and the Colliers Property Valuation Report set out in Parts A and B of Appendix 1 (*Property Valuation Reports*) to this document respectively since 30 June 2024, being the effective date each such Property Valuation Report was prepared.

10. Employees and employee engagement

Following the acquisition of Ellandi, and as at the Last Practicable Date, the NewRiver Group had 80 permanent employees. At the end of the financial years ended 31 March 2022, 31 March 2023 and 31 March 2024, the Group had 51, 46 and 48 employees (including executive directors), respectively.

The NewRiver Group undertakes an extensive "Employee Engagement Survey" once a year to gauge employee views on leadership, company culture, health and wellbeing, personal growth and benefits and recognition, and which also informs any changes to NewRiver's HR policy. NewRiver was recognised for the second year running on the Sunday Times Best Places to Work List 2024, achieving "Excellent" in all criteria.

11. Directors and Senior Management

NewRiver has a board of directors headed by a Non-executive Chair. The NewRiver Board also comprises four independent non-executive directors and two executive directors.

In addition to its board of directors, NewRiver has an executive committee comprising Emma Mackenzie, the Head of Asset Management and ESG; Charles Spooner, the Head of Capital Markets; Edith Monfries, the Chief Operating and People Officer; Morgan Garfield, the Head of Capital Partnerships; and Mark Robinson, the Head of Regeneration who are together responsible for managing and co-ordinating the NewRiver Group's operations on a day-to-day basis.

A brief biography of each director and each member of the NewRiver Group's senior management is set out below.

11.1 Executive Directors

11.1.1 Allan Lockhart, Chief Executive Officer

Allan Lockhart has over 35 years' experience in the UK real estate market specialising in the retail sector. He started his career with Strutt & Parker in 1988 advising major property companies and institutions on retail leasing, investment and development. Allan was appointed as retail director to the principal trading subsidiary of Halladale (now Stockland) in January 2002 and was responsible for co-ordinating the acquisition of, and implementation of the asset management strategies in respect of over 20 shopping centres as well as acquiring and completing several profitable retail developments. In 2009, he co-founded the NewRiver Group and served as Property Director since its IPO that year until being appointed Chief Executive Officer in May 2018.

11.1.2 Will Hobman, Chief Financial Officer

Will Hobman is a Chartered Accountant with over ten years' experience in real estate having qualified at BDO LLP and working within its audit and corporate finance departments. Prior to joining NewRiver in June 2016, Will worked at British Land for five years in a number of finance roles, latterly in Investor Relations. Will became a Fellow Chartered Accountant in March 2020, and Chief Financial Officer of the NewRiver Group in August 2021.

11.2 Non-Executive Directors

11.2.1 Lynn Fordham, Non-Executive Chair

Lynn joined the NewRiver Board in March 2024 and is an experienced non-executive director. She was most recently Managing Partner of private investment firm Larchpoint Capital LLP, a position she held from 2017 to 2021. Prior to joining Larchpoint Capital LLP, Lynn was the Chief Executive Officer of SVG Capital for eight years, having previously served as its Chief Financial Officer. Before that she held senior roles at Barratt Developments, BAA, Boots, ED&F Man, BAT and Mobil Oil. Lynn also served as a non-executive director on the board of Fuller, Smith & Turner for seven years until 2018, chairing its audit committee. Lynn brings to the NewRiver Board wide-ranging listed company, private equity and finance and transaction experience across a range of sectors.

11.2.2 Alastair Miller, Senior Independent Director

Alastair is a chartered accountant and has significant, recent and relevant financial experience. Throughout his career Alastair has developed skills in risk management, property, systems, company secretariat and investor relations. Having worked for New Look Group for 14 years, Alastair has an in-depth understanding of retailers and the factors that impact their trading and profitability. Alastair was formerly Chief Financial Officer of New Look Group, group Finance Director of the RAC and Finance Director of a company within the BTR group. In addition to being the Senior Independent Director, Alastair has responsibility for ensuring that the NewRiver Board successfully engages with its workforce.

11.2.3 Colin Rutherford, Independent Non-Executive Director

Colin is an experienced public and private company chair and independent director, with relevant sector experience including asset management, bioscience, leisure and real estate. Colin graduated in accountancy and finance and qualified with Touche Ross (now Deloitte) in 1984 and is a member of the Institute of Chartered Accountants of Scotland.

11.2.4 Charlie Parker, Independent Non-Executive Director

Charlie Parker was previously Chief Executive and Head of the Public Service for the Government of Jersey from January 2018 until his retirement in March 2021. Prior to working in Jersey, Charlie was Chief Executive of Westminster City Council from December 2013 to December 2017 and Chief Executive of Oldham Metropolitan Borough Council from October 2008 to December 2013. During his various roles as a Chief Executive, Charlie oversaw the significant transformation and modernisation of a large number of public services often resulting in reduced costs and improved performance. He was also responsible for a range of large-scale capital infrastructure and regeneration projects in Jersey, Westminster and Oldham. Prior to 2008 he held a number of investment, development and regeneration roles across national and local government bodies for over 20 years.

11.2.5 Dr Karen Miller, Independent Non-Executive Director

Dr Karen Miller is affiliated to the Department of Engineering, Cambridge University and is Co-Founder of the Cambridge Net Positive Lab. Karen is a sustainability expert with a proven track record of leading transformation through a collaborative applied approach in large national and international companies. Karen has over 25 years' experience of growing businesses in the retail sector through innovation.

11.3 Senior Management

11.3.1 Emma Mackenzie, Head of Asset Management and ESG

Emma Mackenzie is a member of the Executive Committee and Head of Asset Management and ESG with overarching responsibility for the financial and operational performance of the retail portfolio throughout the UK. Emma is also responsible for overseeing the NewRiver Group's property management, rent collection and environmental, social and governance programme. Emma is a qualified chartered surveyor with over 20 years' experience in the retail property market. Emma is one of nine board members on the government's high street task force launched in June 2020 which provides access to experts, case studies and practical solutions to local town leads and the government to help support and revitalise UK high streets and town centres. Emma is also on the Commercial Committee of the British Property Federation.

11.3.2 Charles Spooner, Head of Capital Markets

Charles Spooner is responsible for capital markets and retail parks throughout the UK. He has over 20 years' experience in the real estate investment and asset management sector and has benefited from his broad experience as an asset manager at R&C REIT and RREEF, an advisory role at Cushman Wakefield and as a retailer advising Specsavers on their investment agency and development activity. Charles is responsible for acquisitions, disposals, development and implementation of asset management strategies, with particular focus on the retail warehouse sector.

11.3.3 Edith Monfries, Chief Operating and People Officer

Edith is a Chartered Accountant having trained with Deloitte, Haskins and Sells. Edith has over 30 years' experience in the retail and leisure property sector, combining finance, operational and human resources roles and specialising in advising on strategic and operational matters. Edith was appointed head of human resources at NewRiver in October 2018 and now, in her role as Chief Operating Officer, she brings her expertise in talent development within the sector to the business. Edith previously served as Chief Operating Officer of the Hawthorn pub business whilst it was under NewRiver Group ownership and oversaw the smooth transition following the disposal. She also previously held the role of president of the Scottish Beer and Pub Association when the NewRiver Group owned a pub portfolio.

11.3.4 Morgan Garfield, Head of Capital Partnerships

Prior to establishing Ellandi with Mark Robinson in 2008, Morgan built a high-profile investment track record and strong, longstanding contacts with the REIT management community, leading investment banks and lenders. His exposure to distressed investment drives Ellandi's successful model. Morgan began his career at NM Rothschild where he worked in both their property and their debt restructuring business. Prior to establishing Ellandi, Morgan worked as an investment banker. He was a Managing Director at Deutsche Bank where he led the UK property finance business with responsibility for both loan origination and distribution, largely via CMBS. He also established the DB loan servicing platform that grew to manage €16 billion of loans.

11.3.5 Mark Robinson, Head of Regeneration

Mark is an experienced entrepreneur and investor in town centres, co-founding Ellandi in 2008 with Morgan Garfield. Over the last 25 years he's worked for both owners and occupiers of town centre spaces and is an active advocate for the future of our high streets. He's a commentator on town centre issues in both industry and national media, including The Times, FT and BBC. Mark leads repurposing projects and strategic delivery. In 2019 he proudly represented the retail and leisure property industry as President of Revo and in 2020 was appointed as Chair of the High Street Task Force.

12. Corporate Governance

The NewRiver Board is committed to ensuring that high standards of corporate governance are maintained.

12.1 *The NewRiver Board*

The NewRiver Board is responsible for leading and controlling the NewRiver Group and has overall authority for the management and conduct of the NewRiver Group's business, strategy and development. The NewRiver Board is also responsible for ensuring the maintenance of a sound system of internal controls and risk management (including financial, operational and compliance controls) and for reviewing the overall effectiveness of systems in place as well as for the approval of any changes to the capital, corporate and/or management structure of the NewRiver Group.

12.2 *Board and committee independence*

The UK Corporate Governance Code recommends that at least half the board of directors of a UK listed company, excluding the chair, should comprise non-executive directors determined by the board to be independent in character and judgment and free from relationships or circumstances which may affect, or could appear to affect, this judgment. The Company regards all of the non-executive Directors as "independent non-executive directors" within the meaning of the UK Corporate Governance Code and free from any business or other relationship that could materially interfere with the exercise of their independent judgment.

The UK Corporate Governance Code further recommends that one of the independent non-executive directors be appointed as the senior independent director in order to provide a sounding board for the chair and serve as an intermediary for the other directors and shareholders. The Company has appointed Alastair Miller to be the Senior Independent Director in order to fulfil this role.

12.3 *Board committees*

As envisaged by the UK Corporate Governance Code, the NewRiver Board has established the following committees: an Audit Committee, a Remuneration Committee and a Nomination Committee, each of which is described in further detail below:

12.3.1 *Audit Committee*

The Audit Committee of NewRiver comprises Alastair Miller, Charlie Parker, Karen Miller and is chaired by Colin Rutherford.

The NewRiver Board is satisfied that each committee member is independent and has broad commercial experience as a director. Colin Rutherford also has significant, recent and relevant financial experience and was previously the chair of the Audit Committee of Mitchells & Butler plc. Alastair Miller is a Chartered Accountant and was previously the Chief Financial Officer of New Look Group and has significant, relevant financial experience. The committee as a whole has competence relevant to the sector in which the NewRiver Group operates. The Audit Committee is responsible for:

- overseeing the NewRiver Group's financial reporting and internal controls;
- overseeing the NewRiver Group's relationship with its external auditors, including their remuneration;
- considering the nature, scope and results of the auditors' work and reviews;
- developing and implementing policy on the supply of non-audit services that are provided by the auditors; and

- receiving and reviewing reports from the NewRiver Group's auditors relating to the NewRiver Group's annual report and accounts and the external audit process.

The Audit Committee focuses primarily on compliance with legal requirements, accounting standards, the UK Listing Rules and the Market Abuse Regulation and ensuring that an effective system of internal financial and non-financial controls is maintained. The ultimate responsibility for reviewing and approving the annual report and accounts remains with the NewRiver Board.

The Audit Committee reports its findings to the NewRiver Board, identifying any matters on which it considers that action or improvement is needed and recommending the appropriate steps to be taken.

Due to its size and the close involvement of the NewRiver executive Directors and senior management on a day-to-day basis, the NewRiver Group does not have an internal audit department. The requirement for a dedicated internal audit function is reviewed annually by the Audit Committee.

The NewRiver Group has policies for internal control of various key matters and employs external experts to assess the internal controls and processes. The most recent resulting report concluded that the systems established by management to identify, assess and manage risks, including emerging risks, are effective; and the assurance on risk management and internal control is sufficient to enable the Audit Committee and the NewRiver Board to satisfy themselves that they are operating effectively.

12.3.2 *Remuneration Committee*

The Remuneration Committee of NewRiver comprises the four independent Non-executive NewRiver Directors: Alastair Miller, Charlie Parker, Karen Miller and Colin Rutherford and is chaired by Alastair Miller.

The objective of the Remuneration Committee is to establish a formal and transparent procedure for developing and implementing the remuneration policy of the NewRiver Group and to review the remuneration of the Chair and the individual NewRiver Directors against the fees paid to directors of investment companies and property operating companies of a comparable size and to review the remuneration and incentivisation of the individual Directors of NewRiver and compare it to that of persons holding similar positions in comparable organisations and make recommendations in respect thereof. The Remuneration Committee's objectives are to ensure that the NewRiver Directors and executive management are provided with appropriate incentives to encourage enhanced performance and to align their interests with those of NewRiver Shareholders, as well as attracting, retaining and motivating NewRiver Directors and executive management.

No NewRiver Director is involved in deciding his or her own remuneration. The Remuneration Committee's terms of reference also include:

- reviewing and having regard to workforce remuneration and related policies and the alignment of incentives and rewards with culture, taking these into account when setting remuneration policy for NewRiver Directors and annual salary increases;
- reviewing the ongoing appropriateness and relevance of the remuneration policy and ensure that it is approved by Shareholders at least every three years;
- reviewing and approving the design of, and determination of targets for any performance related pay schemes or share incentive plans operated by NewRiver, approval of the total annual payments made under such schemes and seeking the approval of the NewRiver Board and Shareholders for any long-term incentive arrangements;
- determination of the total remuneration package of each NewRiver Director;
- ensuring contractual termination and any payments made are in line with the NewRiver Group's remuneration policy;
- ensuring the remuneration schemes and policies include provisions enabling the NewRiver Group to recover and/or withhold sums or share awards;

- determining the policy for post-employment shareholding requirements encompassing both unvested and vested shares;
- determining the policy for, and scope of, pension arrangements for each executive NewRiver Director and other senior executives and considering these arrangements as compared to the pension arrangements available to the workforce;
- giving due consideration to the laws and regulations;
- reviewing and having regard to the conditions of service and remuneration levels of competitor companies, but not so far as to cause remuneration to rise without a corresponding improvement in performance;
- awareness of and advising on any major changes in employee benefit structures throughout the NewRiver Group;
- ensuring all relevant statutory and/or regulatory provisions regarding disclosure of remuneration are fulfilled; and
- responsibility for establishing the selection criteria, selecting, appointing and settling the terms of reference for any remuneration consultants.

12.3.3 *Nomination Committee*

The Nomination Committee of NewRiver comprises the Chair, Lynn Fordham and, the four independent non-executive NewRiver Directors: Alastair Miller, Colin Rutherford, Charlie Parker and Karen Miller, and is chaired by Lynn Fordham.

The principal functions of the Nomination Committee are to:

- regularly review the structure, size and composition of the NewRiver Board and its committees;
- review the leadership and succession needs at NewRiver Board and Executive Committee level;
- identify and nominee for approval candidates to fill NewRiver Board vacancies;
- evaluate the NewRiver Board's diversity and balance of skills;
- evaluate the performance of the NewRiver Board; and
- review the time needed to fulfil the roles of the Chair, Senior Independent Director and Non-executive directors.

Part 3

Information on the Capital & Regional Group

1. Introduction

Capital & Regional is a UK-focused retail property REIT specialising in community shopping centres listed on the Equity Shares (Commercial Companies) category of the Official List of the FCA. Its ordinary shares are admitted to trading on the Main Market of the London Stock Exchange (ticker: CAL) and it is a constituent member of the FTSE All-Share and the FTSE EPRA Indices. Capital & Regional also has a secondary listing on the Main Board of the Johannesburg Stock Exchange (ticker: CRP).

Principal Activities of Capital & Regional

Capital & Regional has a demonstrated track record of delivering value-enhancing retail and leisure asset management opportunities across its portfolio of tailored and centrally located community shopping centres in Edinburgh, Hemel Hempstead, Ilford, Maidstone, Walthamstow and Wood Green. Capital & Regional also owns and manages the UK's largest indoor ski slope operator, Snozone, which has centres in Milton Keynes, Yorkshire and Madrid (Spain), delivering £8.3 million of revenue for the six months ended 30 June 2024. Capital & Regional focuses on shopping centres providing a strong retail offering consisting of services and non-discretionary retail in locations with strong transport links. Since the launch of Capital & Regional's community shopping centre strategy in 2017, Capital & Regional has seen a change in merchandising mix with 'Value Fashion' (24.0 per cent.), 'Health and Beauty' (18.9 per cent.) and 'Food & Grocery' (18.2 per cent.) presently representing the largest segments across its portfolio as of 30 June 2024. Capital & Regional had a market capitalisation of approximately £150 million as at the Last Practicable Date.

2. Business overview

The Capital & Regional Group's business is focused on acquiring, enhancing and managing community shopping centres.

Capital & Regional's aim of driving sustainable growth, ultimately leading to sustained shareholder returns through dividend payments, is the product of its long-term strategy to:

- define and own the community shopping centre category in the UK, guided by consumer insight and consistent with global best practice;
- hold assets that sit at the heart of local communities, typically located adjacent to local transport hubs enabling easy access via public transport as well as available car parking;
- focus around repositioning and re-purposing spaces to incorporate new stores and uses that reflect the demands of the communities they serve; and
- ensure that Capital & Regional shopping centres provide the right offering to drive footfall and dwell time, boosting retailer sales and thus increasing demand, improving rental income, property values and consequently revenue and shareholder returns.

The Capital & Regional Group owns a portfolio of £350 million (based on the property valuation report on the Capital & Regional Group portfolio prepared by Knight Frank, as set out in Part C of Appendix 1 (*Property Valuation Reports*) to this document) and collected £19.8 million of rent from approximately 400 occupiers across six shopping centres for the six months ended 30 June 2024.

The Capital & Regional portfolio totals approximately 2.5 million sq. ft. of lettable space with 632 lettable units and an occupancy rate of approximately 94 per cent. (as at 30 June 2024).

3. History and development

Capital & Regional was incorporated on 13 November 1978. Capital & Regional became a public company and was admitted to trading on the Unlisted Securities Market of the London Stock Exchange on 19 November 1986. Capital & Regional moved its listing to the Official List in 1995. In 2000 Capital & Regional changed its name from Capital & Regional Properties plc to Capital & Regional plc. In 2001, Capital & Regional and Norwich Union Life Pensions Limited formed the Mall Fund and the Junction Fund with Morley Fund Management (now Aviva Investors). Hammerson (Oldbury Limited) acquired the Junction Fund in October 2012 for £259.5 million.

In June 2008, the Mall Fund raised £286 million of capital through an open offer. The proceeds were used to repay the Mall Fund's capital expenditure facility in full. As a result, the Capital & Regional Group interest in the Mall Fund was diluted and decreased from 24.24 per cent. to 16.72 per cent. Following a series of purchases of units in the Mall Fund, in June 2014 Capital & Regional raised £165 million through a firm placing and placing and open offer and used the proceeds to acquire a further 62.56 per cent. stake in the Mall Fund for a consideration of £212 million. In the remainder of the year the Capital & Regional Group acquired the remaining minority interests increasing its ownership to 100 per cent.

In December 2014, Capital & Regional converted to a REIT. In September 2015, Capital & Regional commenced a secondary listing on the Johannesburg Stock Exchange.

In 2016, the Capital & Regional Group acquired the Marlowes centre and the adjacent Edmonds Parade and Fareham House properties in Hemel Hempstead for a combined cost of £53.8 million. In March 2017 the Capital & Regional Group acquired the Exchange Ilford from Meyer Bergman for £78 million.

On 17 October 2019, Capital & Regional announced that Growthpoint and Capital & Regional had reached agreement on a recommended substantial investment by Growthpoint into Capital & Regional, including a recommended partial offer to be made to Growthpoint to acquire 219,786,924 Capital & Regional shares at £0.33 per share and a subscription to acquire 311,451,258 new Capital & Regional shares at a price of £0.25 per Capital & Regional share.

On 14 October 2021, Capital & Regional announced details of a proposed restructuring and a reduction of the Capital & Regional Group's Mall facility agreement, to be partially funded by way of an underwritten open offer to raise gross proceeds of £30 million. A total of 53,580,237 new ordinary shares in the capital of Capital & Regional were issued as a result of the open offer, following which Growthpoint's resultant holding in Capital & Regional increased to 60.76 per cent. Growthpoint's shareholding increased to 68.9 per cent. over the next three years as a result of it underwriting the placing and open offer in 2023 referred to below and through taking up its scrip dividend entitlement in the years in which Capital & Regional declared a dividend.

On 24 May 2022, Capital & Regional announced that it had exchanged contracts for the sale of the Mall, Blackburn to the retail arm of the Adhan group of companies for £40 million in cash, representing a premium to the December 2021 valuation of £38.2 million. The sale completed in August 2022.

On 10 August 2023, Capital & Regional announced that it had entered into an agreement to acquire the Gyle Shopping Centre in Edinburgh for a total acquisition consideration of £40 million, to be financed through: existing funds; a new debt facility of £16 million; and approximately £23.4 million of gross proceeds received pursuant to a fully underwritten open offer of 46,278,681 shares. On 6 September 2023, the Capital & Regional Group completed the acquisition of the Gyle Shopping Centre, comprising 88 retail units.

4. The Capital & Regional Group's Principal Investments

4.1 ***The following shopping centres are wholly-owned assets.***

4.1.1 *Exchange, Ilford*

The Capital & Regional Group acquired the Exchange shopping centre in Ilford in March 2017 with three trading levels consisting of 81 units providing 310,000 square feet of lettable space and a multi-storey car park with over 1,000 spaces. The Exchange, Ilford is located opposite Ilford train station which has recently been refurbished in connection with the opening of the Elizabeth Line. Tenants include H&M, Next, Sports Direct and TK Maxx. In May 2022 the Capital & Regional Group entered into an agreement with TK Maxx in relation to a new anchor unit and an agreement with the NHS in relation to a new Community Healthcare Centre.

4.1.2 *The Mall Maidstone*

The Mall, Maidstone is a freehold shopping centre located within a vibrant South East town with strong population growth. The Mall Maidstone has 500,000 square feet of space, and currently there are 98 lettable units with tenants including Matalan, B&M, Pure Gym, Boots, Sports Direct, Iceland and Next.

4.1.3 *17&Central Walthamstow*

17&Central Walthamstow has 290,000 square feet of space with 67 lettable units. Tenants include TK Maxx, Sports Direct, Boots, The Gym Group, Asda and Lidl. In July 2023 the new 16,500 square foot CRATE Market Hall opened housing seven street-food style operations, an in-house bar, mini-golf and events space.

In July 2022, the Capital & Regional Group completed the sale of land for residential development at its 17&Central community shopping centre in Walthamstow to Long Harbour for £21.65 million. The Capital & Regional Group secured planning consent at the end of 2021 for a residential-led, mixed use development, incorporating a new Victoria Line tube station entrance and new public space including a new park. Construction work is now underway on the first phase of the development which will see Long Harbour create 495 Build to Rent residential apartments in two residential towers. Completion is scheduled for 2025.

4.1.4 *The Mall Wood Green*

The Capital & Regional Group acquired the freehold for the Mall Wood Green shopping centre in 2002 which is prominently located on either side of the main High Road in the heart of the Wood Green town centre. The Mall Wood Green consists of 630,000 square feet with 106 lettable units. Principal tenants include Primark, Lidl, B&M, H&M, Boots, TK Maxx, Travelodge and Cineworld, and in October 2022 a new NHS diagnosis centre was opened. Key recent asset management initiatives include the remerchandising of the former WH Smiths unit for food and beverage uses and the 'Bridgelink' catering units which opened in June 2023.

4.1.5 *The Marlowes, Hemel Hempstead*

The Capital & Regional Group completed the acquisition of the freehold of the Marlowes Hemel Hempstead shopping centre in 2016. The centre has 320,000 square feet of space and 89 lettable units. Principal tenants include B&M, Sports Direct, Pure Gym and Tesco Express.

4.1.6 *Gyle, Edinburgh*

The Capital & Regional Group acquired the Gyle shopping centre in September 2023. Gyle is an established dual supermarket anchored centre in Edinburgh. A well-established community shopping centre, Gyle has a number of opportunities to create value including refining the tenant mix, a renewed focus on leasing to improve occupancy and income, whilst enhancing the centre's appeal to the growing and affluent catchment in south western Edinburgh.

Gyle comprises 88 retail units and tenants include Marks & Spencer and Morrisons.

4.2 ***Other assets***

4.2.1 *Snozone*

The Capital & Regional Group owns Snozone which is the largest indoor ski slope operator in the UK. Snozone opened in 2000 and is an indoor destination for snowsports on real snow, located in the Xscape leisure centres in Milton Keynes and Castleford, West Yorkshire. On 9 February 2021 Snozone took over the operations of the indoor ski resort at the Xanadu Centre leisure destination in Madrid.

5. Loan facilities overview

All of the Capital & Regional Group's asset backed loan facilities are ring-fenced within their own SPV structures with no recourse to Capital & Regional and no cross-default provisions. Further detail is included at paragraph 11 of Part 8 *(Additional Information)*.

5.1 ***Mall Facility Agreement***

This £140 million facility finances Capital & Regional's properties in Maidstone, Walthamstow, and Wood Green. The Capital & Regional Group remains compliant with all covenant tests on the loan facility. The covenants reverted in November 2023 to the original terms set in the January 2017 loan agreement after the expiration of a two-year period of covenant waivers agreed as part of the November 2021 loan restructure. Further detail is included at paragraphs 11.8 and 11.9 of Part 8 (*Additional Information*).

5.2 ***Ilford Facility Agreement***

Significant enhancements have been made to the £39 million loan agreement which finances the Capital & Regional Group's Ilford property, including an extension of the loan maturity to September 2025 and the addition of further loan extension options until December 2027. This loan will be repaid in full on Completion. Further detail is included at paragraph 11.10 of Part 8 (*Additional Information*).

5.3 ***The Gyle Facility Agreement***

In September 2023, the Capital & Regional Group entered into a new £16 million loan facility to partially finance the acquisition of the Gyle property in Edinburgh. This loan will be repaid in full on Completion. Further detail is included at paragraph 11.11 of Part 8 (*Additional Information*).

5.4 ***Hemel Facility Agreement***

The Capital & Regional Group has secured a waiver of all covenant requirements on the £4 million loan facility financing the Capital & Regional Group's Hemel property until maturity in July 2025. This loan will be repaid in full on Completion. Further detail is included at paragraph 11.13 of Part 8 (*Additional Information*).

6. Valuation Report

7. There has been no material change in the valuation of the properties which are the subject of the Knight Frank Property Valuation Report set out in Part C of Appendix 1 of this document (*Property Valuation Reports*) since 30 June 2024, being the effective date such Property Valuation Report was prepared.

8. Trends, market overview and competition

8.1 ***Recent trends***

As both the Capital & Regional Group and the NewRiver Group operate in the retail real estate sector, please refer to paragraph 4.3 of Part 2 (*Information on the NewRiver Group*) of this document for an overview of recent trends.

8.2 ***Market Overview***

Market conditions in the retail sector have provided a challenging backdrop to the implementation of Capital & Regional's strategy. The Capital & Regional Group's asset management team has energetically focused on the repositioning of Capital & Regional's convenience-based community shopping centre portfolio, leading to tangible improvements in performance at those centres where the process is most advanced. Considerable progress has been made on the remerchandising of schemes with a focus on those occupiers which directly respond to the needs of the local community, embrace omni-channel retailing, or those that are most resilient to the continuing growth in online shopping.

9. Information on the Capital & Regional Board

The Directors of Capital & Regional and their principal functions are as follows:

David Hunter	*Chair, Non-executive Director*
Lawrence Hutchings*	*Chief Executive Officer*
Stuart Wetherly	*Group Finance Director*
Norbert Sasse	*Non-Executive Director*
Panayiotis (Panico) Theocharides	*Non-Executive Director*
Katie Wadey	*Non-Executive Director*
Laura Whyte	*Senior Independent Director*
Gerry Murphy	*Non-Executive Director*

* *On 8 May 2024, Lawrence Hutchings resigned from his role as Chief Executive of Capital & Regional to take up a new role at Workspace Group PLC and it is intended that he will also step down from the Capital & Regional Board and the boards of Capital & Regional's subsidiaries (as applicable).*

10. Market overview, trends and competition

As both the Capital & Regional Group and the NewRiver Group operate in the property sector, please refer to paragraph 4.2 of Part 2 (*Information on the NewRiver Group*) of this document for an overview of the market in which the Capital & Regional Group operates.

11. Share capital of Capital & Regional

As at the Last Practicable Date, there were 232,996,247 Capital & Regional Shares of £0.10 each in issue, all which have been issued fully paid, and no Capital & Regional Shares were held in treasury. The Capital & Regional Shares are traded on the Main Market of the London Stock Exchange.

12. Employees and employee relations

The Capital & Regional Board receives periodic reports on a range of people matters, and regular reviews, visits to Capital & Regional's support office and other locations are undertaken by the Capital & Regional Board. The Capital & Regional Board also reviews employee engagement through employee surveys and follows up the actions taken.

The monthly average number of employees (including Executive Directors), being full-time equivalents, employed by the Capital & Regional Group during the year ended 30 December 2023 was as follows:

Employees	**Year to 30 December 2023 Number**
Capital & Regional Property Management Limited / Capital & Regional Plc	34
Shopping centres	38
Snozone	175
Total	**247**

13. ESG

ESG is embedded in Capital & Regional's core business strategy and guided by the following five objectives:

- to take an active lead in developing and delivering sustainability within its communities;
- to continue to identify sustainable practices to manage its buildings responsibly;
- to develop cultural ways of working that are obsessive about waste, recycling and reducing our carbon footprint;
- to play its part in an effective response to the urgent threat of climate change, aligning with the 2015 Paris Agreement commitments; and
- to reach net zero by 2040.

Part 4

Financial information on the NewRiver Group

1. Historical financial information incorporated by reference

1.1 The annual report and audited accounts of the NewRiver Group for the financial year ended 31 March 2024 (the "**2024 Annual Report and Accounts**") is incorporated by reference into this document, as detailed in Part 9 (*Documents Incorporated by Reference*) of this document.

1.2 The financial statements and accounts included within the 2024 Annual Report and Accounts have been prepared in accordance with IFRS and were audited by PwC, whose report was unqualified. PwC is a member firm of the Institute of Chartered Accountants in England and Wales.

2. Capitalisation and indebtedness

2.1 ***Statement of capitalisation***

The following table shows the consolidated capitalisation of the NewRiver Group as at 31 July 2024. The figures have been extracted without material adjustment from the unaudited accounting records of the NewRiver Group as at 31 July 2024.

	As at 31 July 2024 (*Unaudited*)
	£m
Total current debt (including current portion of long-term debt):	
Guaranteed	—
Secured	—
Unguaranteed/ unsecured	—
Total non-current debt (excluding current portion of long-term debt):	
Guaranteed	—
Secured	—
Unguaranteed/ unsecured(1)/(2)	372.4
Shareholder equity(3):	
Share capital	3.1
Share premium	4.0
Other reserves(4)	(5.3)
Total	374.2

Notes:

(1) Debt is shown net of unamortised fees

(2) Non-current financial debt includes lease liabilities of £75.5 million

(3) Shareholder equity does not include the profit and loss reserve in accordance with Primary Market Technical Note 619.1: *Guidelines on disclosure requirements under the Prospectus Regulation and Guidance on specialist issuers* published by the FCA in May 2022

(4) Other reserves comprise the merger reserve and investment in own shares reserve

2.2 ***Statement of indebtedness***

The following table shows the consolidated net indebtedness of the NewRiver Group as at 31 July 2024. The figures have been extracted without material adjustment from the unaudited accounting records of the NewRiver Group as at 31 July 2024.

	As at 31 July 2024 (*Unaudited*)
	£m
Cash	137.1
Cash equivalents	—
Other current financial assets	—
Liquidity	137.1
Current financial debt (including debt instruments, but excluding current portion of non-current financial debt)	—
Current portion of non-current financial debt	—
Current financial indebtedness	—
Net current financial liquidity	137.1
Non-current financial debt (excluding current portion and debt instruments) (1)/(2)	(372.4)
Debt instruments	—
Non-current trade and other payables	—
Non-current financial indebtedness	(372.4)
Total financial indebtedness	(235.3)

Notes:

(1) Debt is shown net of unamortised fees

(2) Non-current financial debt includes lease liabilities of £75.5 million

As at 31 July 2024, the NewRiver Group had no material indirect or contingent indebtedness.

Subsequent to 31 July 2024, the NewRiver Group paid a dividend of £8.5 million.

On 18 September 2024, NewRiver Group issued a total of 62,737,200 Ordinary Shares at an issued price of 80 pence per Ordinary Share, raising net proceeds of £48.9 million (£50.2 million gross proceeds less expenses of £1.3 million).

Part 5

Financial information on the Capital & Regional Group

1. Historical financial information incorporated by reference

The annual reports and the audited consolidated financial statements of the Capital & Regional Group for the three financial years ended 30 December 2021, 30 December 2022 and 30 December 2023, together with the accompanying notes (the **"Capital & Regional Financial Information"**) are incorporated by reference into this document, as detailed in Part 9 (*Documents Incorporated by Reference*) of this document. The financial statements for the financial years ended 30 December 2021 and 30 December 2022 were prepared in accordance with IFRS and were audited by Deloitte LLP, whose reports were unqualified. Deloitte LLP is a member firm of the Institute of Chartered Accountants in England and Wales. The financial statements for the financial year ended 30 December 2023 were prepared in accordance with IFRS and were audited by Forvis Mazars LLP, whose report was unqualified. Forvis Mazars LLP is a member firm of the Institute of Chartered Accountants in England and Wales.

The Capital & Regional Group's unaudited interim financial statements for the six-month period ended 30 June 2024 (the "**Capital & Regional 2024 Interim Accounts**") are incorporated by reference into this document, as detailed in Part 9 (*Documents Incorporated by Reference*) of this document.

The NewRiver Directors confirm that no material adjustment needs to be made to the financial information of the Capital & Regional Group to achieve consistency with the NewRiver Group's accounting policies for the financial periods ended 30 December 2021, 30 December 2022 and 30 December 2023. The Capital & Regional Group's accounting policies under which this financial information was prepared are not materially different from the NewRiver Group's accounting policies.

Part 6

Unaudited Pro Forma Financial Information of the Combined Group

Part A: Unaudited Pro Forma Financial Information of the Combined Group

Unaudited pro forma income statement

The unaudited pro forma income statement has been prepared on the basis of the notes set out below to illustrate the effect of the Acquisition and the Placing as if they had taken place on 1 April 2023.

The unaudited pro forma income statement has been prepared for illustrative purposes only and illustrates the impact of the Acquisition and the Placing as if they had been undertaken at an earlier date. As a result, the hypothetical financial position or results included in the Unaudited Pro Forma Financial Information may differ from the NewRiver Group's actual financial position or results.

The unaudited pro forma income statement is based on the consolidated income statement set out in the audited consolidated financial statements of the NewRiver Group for the year ended 31 March 2024, on which an audit report has been published.

The unaudited pro forma income statement has been prepared on a basis consistent with the accounting policies adopted by the NewRiver Group in preparing such information, in accordance with Annex 20 of the Prospectus Delegated Regulation and on the basis set out in the notes below.

	NewRiver Group for the year ended 31 March 2024 (Note 1) £m	Capital & Regional Group for the year ended 30 December 2023 (Note 2) £m	Acquisition related adjustments (notes 3, 4) £m	Debt repayments on Acquisition (note 5) £m	Pro forma income statement of the Combined Group £m
Revenue	65.0	59.0	—	—	124.0
Gain on expected credit losses	—	0.1	—	—	0.1
Property operating expenses	(20.9)	(31.5)	—	—	(52.4)
Net property income	44.1	27.6	—	—	71.7
Other income	0.4	—	—	—	0.4
Administrative expenses	(12.4)	(9.9)	—	—	(22.3)
Negative goodwill	—	—	50.0	—	50.0
Share of profit of joint ventures	0.5	—	—	—	0.5
Share of profit of associates	0.3	—	—	—	0.3
Net property valuation movement	(13.9)	(8.1)	(12.9)	—	(34.9)
Loss on disposal of joint venture	(2.3)	—	—	—	(2.3)
Loss on disposal of investment properties	(3.8)	—	—	—	(3.8)
Other (losses) and gains	—	(0.1)	—	—	(0.1)
Profit / (loss) from operations	12.9	9.5	37.1	—	59.5
Interest expense	(15.3)	(9.9)	—	1.5	(23.7)
Finance income	5.4	0.5	—	—	5.9
Profit / (loss) before tax	3.0	0.1	37.1	1.5	41.7
Taxation	—	3.6	—	—	3.6
Profit / (loss) after tax	3.0	3.7	37.1	1.5	45.3

Notes:

1. The income statement of the NewRiver Group for the year ended 31 March 2024 has been extracted without material adjustment from the audited consolidated financial statements of the NewRiver Group for the year ended 31 March 2024 which are incorporated by reference in Part 9 (*Documents Incorporated by Reference*) of this document.

Adjustments:

2. The income statement of the Capital & Regional Group has been extracted without material adjustment from the audited consolidated financial statements of the Capital & Regional Group for the year ended 30 December 2023 which are incorporated by reference in Part 9 (*Documents Incorporated by Reference*) of this document.
3. As shown below, the book value of net assets of the Capital & Regional Group at 30 June 2024 exceeds the estimated consideration, resulting in negative goodwill which has been reflected in the pro forma income statement. The net assets of the

Capital & Regional Group will be subject to a fair value restatement as at the effective date of the transaction. Therefore, the actual adjustment arising from the fair value exercise could result in a goodwill adjustment in the Combined Group's next published financial statements which may be materially different from that included in the pro forma income statement. Furthermore, the fair value exercise may result in consideration exceeding the fair value of net assets, in which case adjustments would be made to the separate assets and liabilities in the Combined Group's next published financial statements rather than negative goodwill in the income statement.

Based on the 232,996,247 Capital & Regional Shares in issue on the Last Practicable Date, the Closing Price of NewRiver Shares of 83.0 pence on the Last Practicable Date, the cash consideration of 31.25p per Capital & Regional Share (as set out in paragraph 2 of Part 1 (*Letter from the Chair*) of this document) and the exchange ratio of 0.41946 Consideration Shares for each Capital & Regional Share (as set out in paragraph 2 of Part 1 (*Letter from the Chair*) of this document), total consideration for the issued and to be issued ordinary share capital of Capital & Regional is £153.9 million.

	£m
Cash consideration	72.8
Consideration payable in Company shares	81.1
Total consideration	153.9
Book value of the Capital & Regional Group's net assets as at 30 June 2024	203.9
Negative goodwill	50.0

4. The net property valuation movement adjustment of £12.9 million reflects the write off of the estimated transaction costs payable in respect of the Acquisition, as disclosed on page 42 (*Indicative Statistics*) of this document.
5. An adjustment of £1.5 million has been made to eliminate the interest and other costs of £2.4 million relating to the Ilford Facility Agreement, the Hemel Facility Agreement and the Gyle Facility Agreement which will be repaid in full on completion of the Acquisition, partly offset by a charge of £0.9 million for the write off of unamortised fees relating to those agreements.
6. None of the adjustments set out above are expected to have a continuing impact on the Group.
7. No adjustment has been made in respect of the synergies identified in the Quantified Financial Benefit Statement set out in Part 8 (*Additional information*) of this document.
8. No adjustments have been made in relation to the financial performance of the NewRiver Group since 31 March 2024, the financial performance of the Capital & Regional Group since 30 December 2023, or of any other events save as those disclosed above.

Unaudited pro forma statement of net assets

The following unaudited pro forma statement of net assets of the NewRiver Group (the "pro forma statement of net assets") has been prepared to illustrate the effect of the Acquisition and the Placing on the consolidated net assets of the NewRiver Group as if they had taken place on 31 March 2024.

The unaudited pro forma statement of net assets has been prepared for illustrative purposes only and illustrates the impact of the Acquisition and the Placing as if they had been undertaken at an earlier date. As a result, the hypothetical financial position or results included in the Unaudited Pro Forma Financial Information may differ from the NewRiver Group's actual financial position or results.

The unaudited pro forma statement of net assets is based on the consolidated net assets of the NewRiver Group as at 31 March 2024, set out in the audited consolidated financial statements of the NewRiver Group for the year ended 31 March 2024, on which an audit report has been published.

The unaudited pro forma statement of net assets has been prepared in a manner consistent with the accounting policies adopted by the NewRiver Group in preparing such information, in accordance with Annex 20 of the Prospectus Delegated Regulation and on the basis set out in the notes below.

	NewRiver Group as at 31 March 2024 (Note 1) £m	Capital & Regional Group as at 30 June 2024 (Note 2) £m	Acquisition related adjustments (Note 3) £m	Net Placing proceeds (Note 4) £m	Debt repayments on Acquisition (note 5) £m	Pro forma net assets of the Combined Group £m
Assets						
Non-current assets						
Property, plant and equipment	0.3	3.6	—	—	—	3.9
Investment property	608.7	371.5	—	—	—	980.2
Right of use asset	0.7	18.9	—	—	—	19.6
Investments in joint ventures	0.1	—	—	—	—	0.1
Investments in associates	5.6	—	—	—	—	5.6
Other receivables	—	9.1	—	—	—	9.1
Deferred tax assets	—	3.0	—	—	—	3.0
	615.4	**406.1**	—	—	—	1,021.5
Current assets						
Trade and other receivables	11.4	11.4	—	—	—	22.8
Cash and cash equivalents	132.8	40.3	(85.7)	48.9	(59.0)	77.3
	144.2	**51.7**	(85.7)	48.9	(59.0)	100.1
Total assets	**759.6**	**457.8**	(85.7)	48.9	(59.0)	1,121.6
Liabilities						
Non-current liabilities						
Borrowings	(296.6)	(197.9)	—	—	58.2	(436.3)
Lease liability	(75.2)	(25.0)	—	—	—	(100.2)
Other payables	—	(0.2)	—	—	—	(0.2)
	(371.8)	**(223.1)**	—	—	58.2	(536.7)
Current liabilities						
Trade and other payables	(26.3)	(27.7)	—	—	—	(54.0)
Lease liability	(0.4)	(3.1)	—	—	—	(3.5)
	(26.7)	**(30.8)**	—	—	—	(57.5)
Total liabilities	**(398.5)**	**(253.9)**	—	—	58.2	(594.2)
Net assets	**361.1**	**203.9**	(85.7)	48.9	(0.8)	527.4
EPRA NTA (Note 8)	361.8	202.4	(85.7)	48.9	(0.8)	526.6

Notes:

1. The net assets of the NewRiver Group at 31 March 2024 have been extracted without adjustment from the audited consolidated financial statements of the NewRiver Group for the year ended 31 March 2024 which are incorporated by reference in Part 9 (*Documents Incorporated by Reference*) of this document.

Adjustments:

2. The consolidated net assets of the Capital & Regional Group have been extracted without adjustment from the unaudited condensed interim consolidated financial statements of the Capital & Regional Group for the period ended 30 June 2024 which are incorporated by reference in Part 9 (*Documents Incorporated by Reference*) of this document.
3. The decrease in cash and cash equivalents comprises the consideration payable in cash of £72.8 million, as disclosed in note 3 of the unaudited pro forma income statement, and the estimated transaction costs of the Company of £12.9 million, as disclosed on page 42 (*Indicative Statistics*) of this document.
4. The Placing raised net proceeds of £48.9 million (£50.2 million gross proceeds less expenses of £1.3 million), as disclosed in paragraph 2.2 of Part 4 (*Financial Information of the NewRiver Group*) of this document.
5. An adjustment has been made to reflect the repayment in full on completion of the Acquisition of the Ilford Facility Agreement, the Hemel Facility Agreement and the Gyle Facility Agreement amounting to a total of £59.0 million (£58.2 million net of unamortised fees).
6. No account has been taken of the financial performance of the NewRiver Group since 31 March 2024, the financial performance of the Capital & Regional Group since 30 June 2024, nor of any other event save as disclosed above.
7. No adjustment has been made to reflect the valuation of Capital & Regional's shopping centre portfolio of £350m based on the property valuation report prepared by Knight Frank, as set out in Part C of Appendix 1 (*Property Valuation Reports*) to this document.
8. EPRA NTA includes EPRA required adjustments to reported IFRS net assets. The adjustments, which have been extracted without material adjustment from the NewRiver Group audited consolidated financial statements for the year ended 31 March 2024 and from the Capital & Regional Group unaudited condensed interim consolidated balance sheet for the period ended 30 June 2024 were £0.7 million and £1.5 million respectively.

Part B: Accountant's report on the Unaudited Pro Forma Financial Information of the Combined Group

BDO LLP
55 Baker Street
London
W1U 7EU

21 October 2024

The Directors
NewRiver REIT plc
89 Whitfield Street
London
W1T 4DE

Panmure Liberum Limited
Ropemaker Place, Level 12
25 Ropemaker Street
London
EC2Y 9LY

Dear Sir or Madam

NewRiver REIT plc (the "Company")

Pro forma financial information

We report on the unaudited pro forma net assets statement and the unaudited pro forma income statement (together the "**Pro Forma Financial Information**") set out in Part A of Part 6 of the combined circular and prospectus dated 21 October 2024 (the "**Prospectus**").

Opinion

In our opinion:

(a) the Pro Forma Financial Information has been properly compiled on the basis stated; and

(b) such basis is consistent with the accounting policies of the Company.

Responsibilities

It is the responsibility of the directors of the Company (the "**Directors**") to prepare the Pro Forma Financial Information in accordance with item 11.5 of Annex 3 of the Prospectus Delegated Regulation.

It is our responsibility to form an opinion, as required by section 3 of Annex 20 of the Prospectus Delegated Regulation, as to the proper compilation of the Pro Forma Financial Information and to report that opinion to you.

No reports or opinions have been made by us on any financial information used in the compilation of the Pro Forma Financial Information. In providing this opinion we are not providing any assurance on any source financial information on which the Pro Forma Financial Information is based beyond the above opinion.

Save for any responsibility arising under Prospectus Regulation Rule 5.3.2R(2)(f) to any person as and to the extent there provided, to the fullest extent permitted by the law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with item 1.3 of Annex 3 of the Prospectus Delegated Regulation, consenting to its inclusion in the Prospectus.

Basis of preparation

The Pro Forma Financial Information has been prepared on the basis described, for illustrative purposes only, to provide information about how the proposed Acquisition and Placing might have affected the financial information presented on the basis of the accounting policies adopted by the Company in preparing the financial statements for the year ended 31 March 2024.

This report is required by item 11.5 of Annex 3 of the Prospectus Delegated Regulation and is given for the purpose of complying with that item and for no other purpose.

Basis of opinion

We conducted our work in accordance with Standards for Investment Reporting issued by the Financial Reporting Council of the United Kingdom. We are independent in accordance with the Financial Reporting Council's Ethical Standard as applied to Investment Circular Reporting Engagements, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

The work that we performed for the purpose of making this report, which involved no independent examination of any of the underlying financial information, consisted primarily of comparing the unadjusted financial information with the source documents, considering the evidence supporting the adjustments and discussing the Pro Forma Financial Information with the Directors.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with reasonable assurance that the Pro Forma Financial Information has been properly compiled on the basis stated and that such basis is consistent with the accounting policies of the Company.

Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in the United States of America or other jurisdictions outside the United Kingdom and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

Declaration

For the purposes of Prospectus Regulation Rule 5.3.2R(2)(f), we are responsible for this report as part of the Prospectus and declare that, to the best of our knowledge, the information contained in this report is in accordance with the facts and this report makes no omission likely to affect its import. This declaration is included in the Prospectus in compliance with item 1.2 of Annex 3 of the Prospectus Delegated Regulation.

Yours faithfully

BDO LLP
Chartered Accountants

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127)

Part 7

REIT status and taxation

1. The UK REIT Regime

1.1 *Summary*

The summary of the REIT Regime set out in this paragraph 1 of Part 7 is intended only as a general guide. It is a high-level summary of the Company's understanding of certain aspects of UK law and HMRC practice relating to the REIT Regime current as at the date of this Prospectus, each of which is subject to change (possibly with retrospective effect) and the latter of which cannot necessarily be relied upon. It is not an exhaustive summary of all applicable legislation in relation to the REIT Regime and it does not constitute, nor should it be construed as, as tax advice. Shareholders and/or prospective investors who are in any doubt about their tax position or the tax consequences of the REIT Regime applying or ceasing to apply in respect of the Company should consult their own appropriate independent professional adviser.

Investing in property through a UK taxable corporate investment vehicle has the disadvantage that, in comparison to a direct investment in property assets, some categories of shareholder may effectively bear tax twice on the same income: first, indirectly, when the corporate investment vehicle pays corporation tax on its profits, and secondly, directly (subject to any available exemption) when the shareholder receives a dividend. Non-tax paying entities, such as UK registered pension schemes, could bear tax indirectly when investing through a taxable closed-ended corporate vehicle that is not a REIT that they would not suffer if they were to invest directly in the property assets.

As a member of a REIT Group, a company will not pay UK corporation tax on income or capital gains from its Property Rental Business in the UK provided that certain conditions are satisfied. Instead, distributions by the principal company of a REIT Group in respect of the tax-exempt Property Rental Business will be treated for UK tax purposes as profits of a UK property business in the hands of shareholders. Paragraph 2 of this Part 7 contains further detail on the UK tax treatment of shareholders in a REIT.

An exemption from corporation tax on gains also applies for REITs on a disposal of shares where the company disposed of is UK property rich. "UK property rich" broadly means that the company in question derives 75 per cent. or more of its value from interests in UK land. This exemption for disposals of shares in companies that are UK property rich applies on a proportionate basis, by reference to the proportion which the value of the UK property rental business assets of the company disposed of bears to that company's total assets (as at the beginning of the accounting period in which the disposal takes place). As such, a gain on a disposal of shares in a subsidiary whose sole activity is the carrying on of a UK property rental business, with all of its assets held for the purposes of that UK property rental business, should generally be treated as a gain arising from the REIT Group's Property Rental Business and benefit in full from the exemption. Any such gains would be treated as exempt gains of the Property Rental Business and would therefore be treated as a PID when paid to shareholders and be subject to 20 per cent. withholding tax (subject to certain exceptions).

A company will remain subject to UK corporation tax in the normal way in respect of any income and gains from any activities not included in the Property Rental Business (the "**Residual Business**").

While within the REIT Regime, the Property Rental Business will be treated as a separate business for corporation tax purposes from the Residual Business. As such, a loss incurred by the qualifying Property Rental Business cannot be set off against profits of the Residual Business (and vice versa).

A dividend paid by the Company which is attributed to profits or gains of the Property Rental Business is referred to as a "**Property Income Dividend**" or "**PID**". Other normal dividends paid by the Company (including dividends relating to the Residual Business) are referred to as Non-PID Dividends. Both PIDs and Non-PID Dividends may be satisfied by stock dividends. Paragraph 2 of this Part 7 contains further detail on the UK tax treatment of shareholders in a REIT.

In this document, references to a company's accounting period are to its accounting period for UK corporation tax purposes. This period can differ from a company's accounting period for other purposes.

1.2 ***Qualification as a REIT***

A company becomes a REIT by serving notice on HMRC before the beginning of the first accounting period for which it wishes to become a REIT. In order to qualify as a REIT, the company must satisfy and continue to satisfy certain conditions set out in the REIT Regime. A non-exhaustive summary of the material conditions is set out below.

1.2.1 *Company conditions*

The Company must be solely UK resident for tax purposes and it must not be an open-ended investment company. Further, the Company's shares must be admitted to trading on a recognised stock exchange unless the shares are owned at least 70 per cent. (directly or indirectly) by one or more specified types of "institutional investor". In addition, unless at least 70 per cent. of the Company's shares are owned by an institutional investor, the Company's shares must be either a) listed on a recognised stock exchange throughout each accounting period, or b) traded on a recognised stock exchange during each accounting period. The Company must also not be a close company (very broadly it cannot be under the control of 5 or fewer participators (meaning generally shareholders or loan creditors), or of participators who are directors, subject to certain exceptions) unless it is a close company solely because it has a an "institutional investor" as a direct or indirect participator (the "**close company condition**"). Both the listing/traded requirement (where applicable) and the close company condition are relaxed for the first three years.

1.2.2 *Share capital restrictions*

The Company must have only one class of ordinary share in issue. The only other shares it may issue are non-voting restricted preference shares. The non-voting restricted preference shares can carry a right of conversion into the Company's ordinary shares.

1.2.3 *Borrowing restrictions*

The Company must not be party to any loan in respect of which the lender is entitled to interest which exceeds a reasonable commercial return on the consideration lent or where the interest depends to any extent on the results of any of its business or on the value of any of its assets (subject to exceptions). In addition, the amount repayable must either not exceed the amount lent or must be reasonably comparable with the amount generally repayable (in respect of an equal amount lent) under the terms of issue of securities listed on a recognised stock exchange.

1.2.4 *Conditions for the Property Rental Business (including the balance of business conditions)*

The Company (or REIT Group) must satisfy, among other things, the following conditions in respect of each accounting period during which it is to be treated as a REIT:

1.2.4.1 either:

(a) the Property Rental Business involves at least three properties and no one property represents more than 40 per cent. of the total value of the properties involved in the Property Rental Business; or

(b) the Property Rental Business involves at least one property the value of which (from the later of entry (a) by the Company (or REIT Group) into the REIT Regime and (b) when the property was acquired) is equal to or in excess of £20 million and which is designed, fitted or equipped for the purpose of being rented, and is rented or available for rent, as a commercial unit; and

1.2.4.2 the profits arising from the Property Rental Business represent at least 75 per cent. of the aggregate profits (of the Company or REIT Group as the case may be) for the accounting period (the "**75 per cent. profits condition**"). Profits for this purpose means profits before deduction of tax excluding, broadly, gains and losses on the disposal of property and gains and losses on the revaluation of properties, and certain exceptional items. Aggregate profits means the sum of profits of (a) Property Rental Business and (b) profits of Residual Business (in each case of the Company or if a REIT Group, the members of the REIT Group); and

1.2.4.3 at the beginning of the accounting period, the value of the assets in the Property Rental Business represent at least 75 per cent. of the total value of assets held by the Company or REIT Group, as the case may be (the "**75 per cent. assets condition**"). Cash and the value of shares held in other UK REITs are included in the value of the assets relating to the Property Rental Business for the purpose of meeting this particular condition.

1.2.5 *Distribution condition*

The Company (or REIT Group) will be required (to the extent permitted by law) to distribute to shareholders (by way of cash or stock dividend), on or before the filing date for the tax return for the accounting period in question, at least 90 per cent. of its income profits in respect of its Property Rental Business (the "**90 per cent. distribution condition**") together with all of the Company's (or REIT Group's) UK REIT investment profits (broadly dividends received from other REITs in which the Company (or REIT Group) holds shares). For the purpose of satisfying the 90 per cent. distribution condition, any dividend withheld in order to comply with the 10 per cent. rule (as described below) will be treated as having been paid.

1.3 *Investment in other REITs*

There is an exemption for distributions of profits or gains of the Property Rental Business of one REIT to another REIT. The investing REIT is required to distribute 100 per cent. of such distributions to its shareholders. The investment by one REIT in another REIT will effectively be treated as a Property Rental Business asset for the purposes of the 75 per cent. assets condition.

1.4 *Effect of being a REIT*

1.4.1 *Tax exemption*

As a REIT, the Company (or its REIT Group) will not pay UK corporation tax on profits and gains from its Property Rental Business. Since 6 April 2019, gains on a disposal by a member of the REIT Group of shares in a property-owning subsidiary which is "UK property rich" (which broadly means it derives 75 per cent. or more of its value from interests in UK land) are treated as exempt gains from the REIT Group's Property Rental Business, but it should be noted that this exemption applies only on a proportionate basis, with the proportion of the gain that is exempted being the same as the proportion which the value of the UK property rental business assets of the company disposed of bears to that company's total assets (as at the beginning of the accounting period in which the disposal takes place).

Corporation tax will still apply in the normal way in respect of the Residual Business. The Company (and its REIT Group) will also continue to pay all other applicable taxes including VAT, stamp duty land tax, stamp duty, PAYE, rates and national insurance contributions in the normal way.

1.4.2 *Dividends*

When the Company pays a dividend, that dividend must be paid as a PID to the extent necessary to satisfy the 90 per cent. distribution condition and the requirement to distribute UK REIT investment profits. If the dividend exceeds the amount required to satisfy that test, then depending on the exact position of the business (e.g. any requirement to pay further PIDs before a Non-PID dividend can be paid) the REIT may determine that all or part of the balance is a Non-PID Dividend (subject to following the attribution rules set out in legislation). Subject to certain exceptions, PIDs will be subject to withholding tax at the basic rate of income tax (currently 20 per cent). Further details of the United Kingdom tax treatment of certain categories of shareholder while the company is in the REIT Regime are contained in paragraph 2 of this Part 7.

If the Company ceases to be a REIT, dividends paid by the Company may nevertheless be PIDs to the extent they are paid in respect of profits and gains of the Property Rental Business arising whilst the Company was within the REIT Regime.

1.4.3 *Interest cover ratio*

A tax charge may arise to a REIT if, in respect of any accounting period, the ratio of Property Rental Business profits (subject to certain adjustments) to financing costs is less than 1.25:1. The amount (if any) by which the financing costs exceed the amount of those costs which would cause that ratio to equal 1.25:1 is (subject to a cap of 20 per cent. of Property Rental Business profits for the accounting period) generally chargeable to corporation tax. HMRC has the power to waive such corporation tax charge if it is satisfied that: (i) the Company was in severe financial difficulties at a time in the relevant accounting period; (ii) the ratio is less than 1.25:1 as a result of circumstances that arose unexpectedly; and (iii) in those circumstances the Company could not reasonably have taken action to avoid such a result.

1.4.4 *The "10 per cent. rule"*

The Company may become subject to an additional tax charge if it makes a distribution to, or in respect of, a person beneficially entitled, directly or indirectly, to 10 per cent. or more of the Company's distributions or share capital or that controls, directly or indirectly, 10 per cent. or more of the voting rights in the Company. Shareholders should note that this tax charge only applies where a distribution is made (or attributed) to persons that are companies or are treated as bodies corporate in accordance with the law of an overseas jurisdiction with which the UK has a double taxation agreement, or in accordance with such a double taxation agreement, and in each case which are not "excluded holders" (being, very broadly, persons entitled to be paid PIDs without deduction of income tax pursuant to domestic UK law (e.g., UK tax resident companies) and persons entitled to be paid PIDs at a specified rate of, or without any, deduction of income tax pursuant to an applicable double taxation treaty other than where that is conditional on holding an interest of a certain size in the REIT). Additionally, it does not generally apply where a nominee has such a 10 per cent. or greater holding unless the persons on whose behalf the nominee holds the shares meet the test in their own right. Further, the tax charge will not be incurred if the principal company has taken "reasonable steps" to avoid paying dividends to such a shareholder. HMRC guidance describes certain actions that a REIT may take to show it has taken such "reasonable steps". One of these actions is to include restrictive provisions in the REIT's articles of association to address this requirement, and the Company's Articles therefore contain provisions designed to avoid the situation where distributions may become payable to a Substantial Shareholder. These provisions are summarised at paragraph 3 of this Part 7.

1.4.5 *Property development and property trading by a REIT*

A property in relation to which development has been undertaken by the Company (or its REIT Group) can be within the Property Rental Business provided certain conditions are met. However, if the costs of the development exceed 30 per cent. of the fair value of the asset at whichever of the following times that value is the greatest: (a) the date on which the relevant company becomes a member of a REIT, (b) the date of the acquisition of the development property or (c) the beginning of the accounting period in which the development commenced, and the REIT sells the development property (if a REIT Group, outside the REIT Group) within three years of completion of the development, the property will be treated as never having been part of the Property Rental Business for the purposes of calculating any profits arising on disposal of the property. Any profit will be chargeable to corporation tax as part of the Residual Business.

If the Company (or its REIT Group) disposes of a property (whether or not a development property, and if a REIT Group, outside the REIT Group) in the course of a trade for the purposes of the REIT's Residual Business, the property will be treated as never having been within the Property Rental Business for the purposes of calculating any profit arising on disposal of the property. Any profit will generally be chargeable to corporation tax as part of the Residual Business.

1.4.6 *Movement of assets in and out of Property Rental Business*

In general, where an asset owned by the Company (or its REIT Group) and used for the Property Rental Business begins to be used for the Residual Business, there will be a tax exempt market value disposal of the asset. Where an asset owned by the Company (or its REIT Group) and used for the Residual Business begins to be used for the Property Rental Business, this may, depending on the circumstances, constitute a taxable disposal of the asset

1.4.7 *Joint ventures*

The REIT Regime also makes certain provisions for corporate joint ventures. If the REIT is beneficially entitled to at least 40 per cent. of the profits available for distribution to equity holders in a joint venture company and at least 40 per cent. of the assets of the joint venture company available to equity holders in the event of a winding up, that joint venture company (or its subsidiaries) is carrying on a Property Rental Business which satisfies the 75 per cent. profits condition and the 75 per cent. assets condition (the "**JV company**") and certain other conditions are satisfied, the principal company may, by giving notice to HMRC, elect for the assets and income of the JV company to be included in the Property Rental Business for tax purposes (on a proportionate basis). In such circumstances, the income of the JV company will count towards the 90 per cent. distribution condition and the 75 per cent. profits condition, and its assets will count towards the 75 per cent. assets condition (on a proportionate basis).

1.4.8 *Certain tax avoidance arrangements*

If HMRC believes that a company that is or is a member of a REIT has been involved in certain tax avoidance arrangements, it may cancel the tax advantage obtained and, in addition, impose a tax charge equal to the amount of the tax advantage. In addition, if HMRC consider that the circumstances are sufficiently serious or if two or more notices in relation to the obtaining of a tax advantage are issued by HMRC in a 10-year period (beginning with the day on which the first notice was given), they may require a company to exit the REIT Regime.

1.5 ***Exit from the REIT Regime***

A company can give notice to HMRC that it wants to leave the REIT Regime at any time.

If a company voluntarily leaves the REIT Regime within ten years of joining and within two years of leaving disposes of any property that was involved in its Property Rental Business, any uplift in the base cost of the property as a result of the deemed disposal on entry into the REIT regime and any rebasing on exit from the REIT Regime (or on a movement from the Property Rental Business to the Residual Business) is disregarded in calculating the gain or loss on the disposal.

It is important to note that it cannot be guaranteed that the Company or its REIT Group will comply with all of the REIT conditions and that the REIT Regime may cease to apply in some circumstances.

Shareholders and/or prospective investors should note that it is possible that the Company or its REIT Group could lose its status as a REIT as a result of actions by third parties (for example, in the event of a successful takeover by a company that is not a REIT) or other circumstances outside the Company's control.

2. UK Taxation

2.1 ***Introduction***

The tax legislation of a Shareholder's or prospective investor's home country and of the UK may have an impact on the income received from the NewRiver Shares.

The following statements in this paragraph 2 of this Part 7 are intended solely as a general guide to certain aspects of UK tax law and HMRC published practice current as at the date of this Prospectus, each of which may change (possibly with retrospective effect) and the latter of which cannot necessarily be relied upon. Any change in the tax status of the Company or its subsidiaries or in taxation legislation in the United Kingdom or any other tax jurisdiction affecting Shareholders or investors could affect the value of the investments held by the Company or its subsidiaries or affect the Company's ability to achieve its investment objective for NewRiver Shares or alter the post- tax returns to Shareholders.

The statements are intended to apply only to certain Shareholders who are resident (and in the case of individuals, domiciled) for tax purposes solely in the United Kingdom (and not Scottish taxpayers) (save where express reference is made to non-UK tax resident persons) and to whom "split year" treatment does not apply. They do not constitute, nor should be construed as constituting, tax advice.

The statements are not applicable to all categories of Shareholders, and in particular are not addressed to (i) Shareholders who do not hold their NewRiver Shares as investments or who are not the absolute beneficial owners of those shares or dividends in respect of those shares; (ii) Shareholders who own (or are deemed to own) ten per cent. or more of the shares or voting power or entitlement to distributions of the Company; (iii) special classes of Shareholders such as dealers in securities, broker-dealers, insurance companies, trustees of certain trusts and persons entitled to certain tax exemptions; (iv) Shareholders who hold NewRiver Shares as part of hedging or commercial transactions, (v) Shareholders who hold NewRiver Shares in connection with a trade, profession or vocation carried on in the UK (whether through a branch or agency or otherwise); (vi) Shareholders who hold NewRiver Shares acquired by reason of any office or employment; and (vii) Shareholders who hold NewRiver Shares in an ISA, SIPP or SSAS.

Shareholders and prospective investor who are in any doubt about their tax position regarding the acquisition, ownership or disposal of NewRiver Shares, or who are subject to tax in a jurisdiction other than the United Kingdom, should consult their own appropriate independent professional adviser without delay, particularly concerning their tax liabilities on PIDs, whether they are entitled to claim any repayment of tax, and, if so, the procedure for doing so.

2.2 ***UK taxation of chargeable gains***

2.2.1 *Consideration Shares acquired pursuant to the Acquisition*

Provided that NewRiver will, as a result of the Acquisition, own more than 25 per cent. of the ordinary shares in Capital & Regional, to the extent that a Scheme Shareholder receives Consideration Shares in exchange for Scheme Shares and does not hold (either alone or together with persons connected with them) more than five per cent. of, or of any class of, shares in or debentures of Capital & Regional, they will not be treated as having made a disposal of their Scheme Shares. Instead, the Consideration Shares will be treated as the same asset as those shares in respect of which they received the Consideration Shares, acquired at the same time and for the same consideration as those shares.

Any Scheme Shareholder who holds (either alone or together with persons connected with them) more than five per cent. of, or of any class of, shares in or debentures of Capital & Regional may be eligible for the treatment described in the preceding paragraph only if the transaction is effective for bona fide commercial reasons and not for tax avoidance.

2.2.2 *Scheme Shareholders receiving cash on sale of fractional entitlements to Consideration Shares or pursuant to the Acquisition*

To the extent that, in addition to Consideration Shares, a Scheme Shareholder receives cash pursuant to the Acquisition or in respect of the sale of fractional entitlements to Consideration Shares under the Scheme, and the amount of cash received is small in comparison with the value of their Scheme Shares and the allowable cost attributable to their Scheme Shares is equal to or greater than the amount of such cash received, the Scheme Shareholder will not be treated as having disposed of the Scheme Shares in respect of which the cash was received. Instead, an amount equal to the amount of such cash will be deducted from the allowable cost of their Consideration Shares. Under HMRC practice current as at the date of this Prospectus, any cash payment of £3,000 or less or (if greater) which is 5 per cent. or less of the market value of a Scheme Shareholder's holding of Scheme Shares immediately prior to disposal will generally be treated as small for these purposes.

In all other cases where a Capital & Regional Shareholder receives cash as a result of the sale of (aggregated fractions of) Scheme Shares, the Scheme Shareholder will be treated as having made a (part) disposal of their Scheme Shares, with the chargeable gain being computed on the basis of an apportionment of the allowable cost of the holding by reference to the market value of the holding at the time of disposal.

Depending on the Scheme Shareholder's circumstances (including the availability of exemptions or allowable losses), that may give rise to a liability to UK capital gains tax or UK corporation tax on chargeable gains (as applicable).

2.2.3 *Disposals of NewRiver Shares (including Consideration Shares)*

The disposal (or deemed disposal) by a Shareholder of their NewRiver Shares may give rise to a chargeable gain or allowable loss for the purposes of UK taxation of chargeable gains, depending on the Shareholder's particular circumstances and subject to any available exemption or relief.

It should be noted that legislation introduced in Finance Act 2019 (the "2019 NRCGT Rules") means that, since 6 April 2019, a non-UK tax resident person disposing of shares in a company that is "UK property rich" is chargeable to UK capital gains tax (in the case an individual) or UK corporation tax on chargeable gains (in the case of companies or entities treated as companies) in respect of that disposal. Where the shares disposed of are shares in a "collective investment vehicle", or otherwise have a relevant connection with a collective investment vehicle, there is no minimum level of shareholding required in order for the non-UK tax resident to fall within the new rules (subject to an exception for certain limited interests of less than 10 per cent. held by non-UK life assurance companies and by certain widely-held non-UK collective investment vehicles that are non-UK property rich). The Company is considered to be "UK property rich" for these purposes and is also a "collective investment vehicle". As such, non-UK tax resident Shareholders disposing of NewRiver Shares may, depending on their circumstances, be required to pay UK tax on any chargeable gain arising on that disposal (or, if relevant, may realise an allowable loss) under the 2019 NRCGT Rules.

Where a non-UK tax resident held NewRiver Shares on 5 April 2019, it will, for the purpose of calculating any chargeable gain or allowable loss arising on disposal of those NewRiver Shares generally be treated as having a base-cost in those NewRiver Shares equal to their market value on 5 April 2019. Where the non-UK tax resident's base cost in its NewRiver Shares would otherwise have been higher than their market value as at 5 April 2019, the non-UK tax resident Shareholder may be able to elect to instead use that higher base cost in calculating any chargeable gain on a disposal on or after 6 April 2019 (but this election cannot be used to give rise to or increase an allowable loss). Shareholders who were already resident for tax purposes in the United Kingdom on 5 April 2019 will not benefit from any rebasing under the new rules.

A non-UK tax resident that makes (or is treated as making) a disposal of NewRiver Shares will generally be required to provide a tax return to HMRC and account for any tax due in respect of any chargeable gain. Depending on the Shareholder's particular circumstances, exceptions from the requirement to file a tax return in relation to a disposal of NewRiver Shares may apply in certain cases where no tax would be required to be accounted for or where the disposal has already been accounted for on a tax return.

Non-UK tax resident Shareholders should seek independent professional advice as to the consequences of the 2019 NRCGT rules for them, in particular with regard to their obligations to file UK tax returns and pay UK tax in relation to disposals of NewRiver Shares. It should be noted that non-UK tax resident Shareholders may, depending on their circumstances, also be subject to non-UK tax, in their jurisdiction of tax residence, on disposals of NewRiver Shares. Non-UK tax resident Shareholders should seek independent professional advice as to whether any relief is available under applicable double tax treaties or whether any other exemptions or reliefs are available.

UK tax resident individuals are generally entitled to an annual exemption from capital gains tax. This is £3,000 for the tax year ending 5th April 2025. This annual exemption will generally also be available to non-UK tax resident individual Shareholders who, as a result of the 2019 NRCGT Rules, come within the charge to UK capital gains tax on disposals of the NewRiver Shares.

2.3 ***UK taxation of PIDs***

2.3.1 *General*

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

2.3.2 *UK taxation of individual Shareholders*

Subject to certain exceptions, a PID will generally be treated in the hands of Shareholders who are individuals as the profits of a single UK property business (as defined in Section 264 of the Income Tax (Trading and Other Income) Act 2005). A PID is, together with any PID from any other company to which Part 12 of the CTA 2010 applies, treated as profits of a UK property business which is separate from any other UK property business carried on by the relevant Shareholder. This means that any surplus expenses from a Shareholder's other UK property business cannot be offset against a PID as part of a single calculation of the profits of the Shareholder's UK property business.

UK individuals may be entitled to a £1,000 property income allowance. Where the individual's property income falls below the threshold the individual is entitled to full relief from income tax on that amount. However, this allowance does not apply to PIDs.

Where UK income tax has been withheld at source, individual Shareholders who are resident in the UK for tax purposes may, depending on their circumstances, either be liable to further tax on their PIDs at their applicable marginal rate, or be entitled to claim repayment of some or all of the tax withheld on their PIDs.

Shareholders who are Scottish taxpayers should seek specific tax advice in respect of PIDs received from NewRiver.

2.3.3 *UK taxation of corporate Shareholders*

Subject to certain exceptions, a PID will generally be treated in the hands of Shareholders who are chargeable to UK corporation tax as profits of a UK property business (as defined in Section 205 of the Corporation Tax Act 2009). This means that, subject to the availability of any exemptions or reliefs, such Shareholders should be liable to UK corporation tax on the entire amount of their PID. A PID is, together with any PID from any other company to which Part 12 of the CTA 2010 applies, treated as profits of a UK property business which is separate from any other UK Property business carried on by the relevant Shareholder. This means that any surplus expenses from a Shareholder's different UK property business cannot be off-set against a PID as part of a single calculation of the Shareholder's UK property profits.

Shareholders who are chargeable to UK corporation tax will generally be liable to pay UK corporation tax on PIDs received. If income tax is withheld at source, the tax withheld can generally be set against their liability to UK corporation tax in the accounting period in which the PID is received.

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

Where a Shareholder who is resident for tax purposes outside the UK receives a PID, the PID will generally be chargeable to UK tax as profit of a UK property business and this tax will generally be collected by way of a withholding by the Company.

It is not possible for a Shareholder to make a claim under a relevant double taxation treaty with the UK for a PID to be paid by the Company gross or at a reduced rate. However, the Shareholder may be able to claim repayment of any part of the tax withheld from a PID, depending on the existence and terms of any such double taxation treaty between the UK and the country in which the Shareholder is resident for tax purposes. Any refund claim under a double tax treaty would need to be made to HMRC. Shareholders who are not resident for tax purposes in the UK should obtain their own tax advice concerning tax liabilities on PIDs received from the Company.

2.3.5 *Exceptions to requirement to withhold income tax*

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

The Company is also not required to withhold income tax at source from a PID where the Company reasonably believes that the body beneficially entitled to the PID is a partnership each member of which is a body described in the paragraph above.

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

2.4 ***UK taxation of Non-PID Dividends***

2.4.1 *General*

The Company will not be required to withhold tax at source when paying a Non-PID Dividend to any Shareholder (whether in cash or in the form of a stock dividend).

2.4.2 *Individual Shareholders*

UK tax-resident individual Shareholders who receive a Non-PID Dividend from the Company will be entitled to an annual tax-free allowance of £500 (to the extent that this tax-free allowance has not already been utilised in respect of other dividends received by the Shareholder). To the extent that dividend income exceeds the annual tax free dividend allowance, tax will be imposed at the rates of 8.75 per cent. to the extent falling within the basic rate, 33.75 per cent. to the extent falling within the higher rate and 39.35 per cent. to the extent falling within the additional rate.

2.4.3 *Corporate Shareholders*

Shareholders who are subject to UK corporation tax will generally, subject to a number of exemptions, be subject to UK corporation tax on Non-PID Dividends paid by the Company. It is expected that generally one of these exemptions would apply to exempt such a Shareholder from UK corporation tax on the receipt of Non-PID Dividends paid by the Company, although whether any conditions for exemption are met will depend on the circumstances of the particular Shareholder.

2.4.4 *Non-UK tax residents*

Non-UK tax resident Shareholders may be liable to foreign taxation on Non-PID Dividends paid by NewRiver. Such Shareholders should consult their own tax advisers concerning their tax liabilities on Non-PID Dividends received from NewRiver. Non-UK tax resident individual Shareholders are treated as having paid tax at the dividend ordinary rate of 8.75 per cent. on Non-PID Dividends received. However, this tax that is treated as having been paid is not repayable.

2.5 ***UK stamp duty and SDRT***

The following comments in relation to UK stamp duty and SDRT apply to Shareholders wherever they are resident or domiciled. They are intended only as a general guide and do not address the position of persons such as market makers, brokers, dealers, intermediaries or persons connected with, or transactions involving, depositary arrangements or clearance services.

No UK stamp duty or SDRT should arise on the issue of Consideration Shares pursuant to the Acquisition.

Any conveyance or transfer on a sale of NewRiver Shares will generally be subject to UK stamp duty at the rate of 0.5 per cent. of the consideration given for the transfer, subject to the availability of certain exemptions and reliefs. The purchaser normally pays the stamp duty (rounded up to the nearest £5).

An unconditional agreement to transfer NewRiver Shares will normally give rise to a charge to SDRT at the rate of 0.5 per cent. of the amount or value of the consideration payable for the transfer. If an instrument of transfer is executed pursuant to the agreement and duly stamped within six years of the date on which the agreement is made (or, if the agreement is conditional, the date on which the agreement becomes unconditional) any SDRT paid is generally repayable, generally with interest, and otherwise the SDRT charge is cancelled. SDRT is, in general, payable by the purchaser.

Paperless transfers of NewRiver Shares within the CREST system will generally be liable to SDRT, rather than stamp duty, at the rate of 0.5 per cent. of the amount or value of the consideration payable. CREST is obliged to collect SDRT on relevant transactions settled within the CREST system. Deposits of NewRiver Shares into CREST will not generally be subject to SDRT, unless the transfer into CREST is itself for consideration.

A market value charge to UK stamp duty applies to transfers of listed securities by a person (or its nominee) to a connected company (or its nominee), subject to the availability of relief. A market value charge to SDRT applies to unconditional agreements to transfer listed securities in the same circumstances unless the SDRT charge is cancelled, as outlined above. NewRiver Shares will be listed securities for these purposes if they are admitted to trading on the Main Market.

2.6 ***ISAs, SIPPs and SSASs***

Individuals wishing to hold their NewRiver Shares through an ISA, SIPP or SSAS should contact their professional advisers regarding their eligibility.

NewRiver Shares acquired by a UK tax resident individual pursuant to the Acquisition should be eligible to be held in an ISA, subject to applicable annual subscription limits.

Subject to the rules of the particular SIPP or SSAS, the NewRiver Shares should generally be eligible for inclusion provided, broadly, that the pension scheme member (or an associated or connected person) does not occupy or use any residential property held by the Company (or its REIT Group) and the SIPP or SSAS in question does not hold (directly or indirectly) more than 10 per cent. of any of the NewRiver Shares or the Company's voting rights or rights to income or amounts on a distribution or rights to the assets on a winding up.

3. Description of the REIT Provisions included in the Articles

3.1 ***Introduction***

The Articles contain provisions designed to enable the Company to demonstrate to HMRC that it has taken "reasonable steps" to avoid paying a dividend (or making any other distribution) to any Substantial Shareholder.

If a distribution is paid to a Substantial Shareholder and the Company has not taken reasonable steps to avoid doing so, the Company would become subject to a tax charge.

The Articles contain special articles for this purpose (the "**Special Articles**"). The text of the Special Articles is set out in paragraph 4 of this Part 7.

The Special Articles:

a) provide Directors with powers to identify its Substantial Shareholders (if any);

b) prohibit the payment of dividends on NewRiver Shares that form part of a Substantial Shareholding, unless certain conditions are met;

c) allow dividends to be paid on NewRiver Shares that form part of a Substantial Shareholding where the Shareholder has disposed of its rights to dividends on its NewRiver Shares; and

d) seek to ensure that if a dividend is paid on NewRiver Shares that form part of a Substantial Shareholding and arrangements of the kind referred to in the preceding paragraph are not met, the Substantial Shareholder concerned does not become beneficially entitled to that dividend.

The effect of the Special Articles is explained in more detail below.

3.2 ***Identification of Substantial Shareholders***

The share register of the Company records the legal owner and the number of NewRiver Shares they own but does not identify the persons who are beneficial owners of the NewRiver Shares or are entitled to control the voting rights attached to the NewRiver Shares or are beneficially entitled to dividends. While the requirements for the notification of interests in shares provided in Part VI of the Companies Act and the Board's rights to require disclosure of such interests (pursuant to Part 22 of the Companies Act and Article 190 of the Articles) should assist in the identification of Substantial Shareholders, those provisions are not on their own sufficient.

Accordingly, the Special Articles require a Substantial Shareholder and any registered Shareholder holding NewRiver Shares on behalf of a Substantial Shareholder to notify the Company if his NewRiver Shares form part of a Substantial Shareholding. Such a notice must be given within two business days. The Special Articles give the Board the right to require any person to provide information in relation to any NewRiver Shares in order to determine whether the NewRiver Shares form part of a Substantial Shareholding. If the required information is not provided within the time specified (which is seven days after a request is made or such other period as the Board may decide), the Board is entitled to impose sanctions, including withholding dividends (as described in paragraph 3.3 below) and/or requiring the transfer of the NewRiver Shares to another person who is not, and does not thereby become, a Substantial Shareholder (as described in paragraph 3.3 below).

3.3 ***Preventing payment of a dividend to a Substantial Shareholder***

The Special Articles provide that a dividend will not be paid on any NewRiver Shares that the Board believes may form part of a Substantial Shareholding unless the Board is satisfied that the Substantial Shareholder is not beneficially entitled to the dividend.

If in these circumstances payment of a dividend is withheld, the dividend will be paid subsequently if the Board is satisfied that:

a) the Substantial Shareholder concerned is not beneficially entitled to the dividends (see also paragraph 3.4 below);

b) the shareholding is not part of a Substantial Shareholding;

c) all or some of the NewRiver Shares and the right to the dividend have been transferred to a person who is not, and does not thereby become, a Substantial Shareholder (in which case the dividends will be paid to the transferee); or

d) sufficient NewRiver Shares have been transferred (together with the right to the dividends) such that the NewRiver Shares retained are no longer part of a Substantial Shareholding (in which case the dividends will be paid on the retained NewRiver Shares).

For this purpose references to the "transfer" of a NewRiver Share include the disposal (by any means) of beneficial ownership of, control of voting rights in respect of and beneficial entitlement to dividends in respect of, that NewRiver Share.

3.4 ***Payment of a dividend where rights to it have been transferred***

The Special Articles provide that dividends may be paid on NewRiver Shares that form part of a Substantial Shareholding if the Board is satisfied that the right to the dividend has been transferred to a person who is not, and does not thereby become, a Substantial Shareholder and the Board may be satisfied that the right to the dividend has been transferred if it receives a certificate containing appropriate confirmations and assurances from the Substantial Shareholder. Such a certificate may apply to a particular dividend or to all future dividends in respect of NewRiver Shares forming part of a specified Substantial Shareholding, until notice rescinding the certificate is received by the Company. A certificate that deals with future dividends will include undertakings by the person providing the certificate:

a) to ensure that the entitlement to future dividends will be disposed of; and

b) to inform the Company immediately of any circumstances which would render the certificate no longer accurate.

The Directors may require that any such certificate is copied or provided to such persons as they may determine, including HMRC.

If the Board believes a certificate given in these circumstances is or has become inaccurate, then it will be able to withhold payment of future dividends. In addition, the Board may require a Substantial Shareholder to pay to the Company the amount of any tax payable (and other costs incurred) as a result of a dividend having been paid to a Substantial Shareholder in reliance on the inaccurate certificate. The Board may require a sale of the relevant NewRiver Shares and retain the amount claimed from the proceeds.

Certificates provided in the circumstances described above will be of considerable importance to the Company in determining whether dividends can be paid. If the Company suffers loss as a result of any misrepresentation or breach of undertaking given in such a certificate, it may seek to recover damages directly from the person who has provided it. Any such tax may also be recovered out of dividends to which the Substantial Shareholder concerned may become entitled in the future.

The effect of these provisions is that there is no restriction on a person becoming or remaining a Substantial Shareholder provided that the person who does so makes appropriate arrangements to divest itself of the entitlement to dividends.

3.5 ***Trust arrangements where rights to dividends have not been disposed of by a Substantial Shareholder***

The Special Articles provide that if a dividend is in fact paid on NewRiver Shares forming part of a Substantial Shareholding (which might occur, for example, if a Substantial Shareholding is split among a number of nominees and is not notified to the Company prior to a dividend payment date) the dividends so paid are to be held on trust by the recipient for any person (who is not a Substantial Shareholder) nominated by the Substantial Shareholder concerned. The persons nominated as the beneficiaries could be the purchasers of the NewRiver Shares if the Substantial Shareholder is in the process of selling down their holding so as not to cause the Company to breach the Substantial Shareholder rule. If the Substantial Shareholder does not nominate anyone within 12 years, the dividend concerned will be held on trust for the Company.

If the recipient of the dividend passes it on to another without being aware that the NewRiver Shares in respect of which the dividend was paid were part of a Substantial Shareholding, the recipient will have no liability as a result. However, the Substantial Shareholder who receives the dividend should do so subject to the terms of the trust and as a result may not claim to be beneficially entitled to those dividends.

3.6 ***Mandatory sale of Substantial Shareholdings***

The Special Articles also allow the Board to require the disposal of NewRiver Shares forming part of a Substantial Shareholding if:

a) a Substantial Shareholder has been identified and a dividend has been announced or declared and the Board has not been satisfied that the Substantial Shareholder has transferred the right to the dividend (or otherwise is not beneficially entitled to it);

b) there has been a failure to provide information requested by the Board; or

c) any information provided by any person proves materially inaccurate or misleading.

In these circumstances, if the Company incurs a charge to tax as a result of one of these events, the Board may, instead of requiring the Shareholder to dispose of the NewRiver Shares, arrange for the sale of the relevant NewRiver Shares and for the Company to retain from the sale proceeds an amount equal to any tax so payable.

3.7 ***Takeovers***

The Special Articles do not prevent a person from acquiring control of the Company through a takeover or otherwise, although as explained above, such an event may cause the Company to cease to qualify as a REIT.

3.8 ***Other***

The Special Articles also give the Company power to require any Shareholder who applies to be paid dividends without any tax withheld to provide such certificate as the Board may require to establish the Shareholder's entitlement to that treatment.

The Special Articles may be amended by special resolution passed by the Shareholders in the future, including to give powers to the Directors to ensure that the Company can comply with the close company condition described in this Part 7, which powers may include the ability to arrange for the sale of NewRiver Shares on behalf of Shareholders.

4. The Special Articles

190 "Real Estate Investment Trust"

190.1 It is a cardinal principle that, for so long as the Company is the principal company in a group UK real estate investment trust ("**REIT**") for the purposes of Part 12 of the CTA 2010, no member of the group should be liable to pay tax under Section 551 of the Corporation Tax Act 2010 ("**CTA 2010**") on or in connection with the making of a Distribution.

190.2 This Article supports such cardinal principle by, among other things, imposing restrictions and obligations on the shareholders and, indirectly, certain other persons who may have an interest in the Company, and shall be construed accordingly so as to give effect to such cardinal principle.

190.3 For the purposes of this Article, the following words and expressions shall bear the following meanings:

190.3.1 "**Distribution**" means any dividend or other distribution on or in respect of the shares of the Company and references to a distribution being paid include a distribution not involving a cash payment being made;

190.3.2 "**Distribution Transfer**" means a disposal or transfer (however effected) by a person of his rights to a distribution from the Company such that he is not beneficially entitled (directly or indirectly) to such a distribution and no person who is so entitled subsequent to such disposal or transfer (whether the immediate transferee or not) is (whether as a result of the transfer or not) an excessive shareholder;

190.3.3 "**Distribution Transfer Certificate**" means a certificate in such form as the directors may specify from time to time to the effect that the relevant person has made a distribution transfer, which certificate may be required by the directors to satisfy them that an excessive shareholder is not beneficially entitled (directly or indirectly) to a distribution;

190.3.4 "**Excess Charge**" means, in relation to a distribution which is paid or payable to a person, all tax or other amounts which the directors consider are or may become payable by the Company or any other member of the group under section 551 of the Corporation Tax Act 2010 and any interest, penalties, fines or surcharge attributable to such tax as a result of such distribution being paid to or in respect of that person;

190.3.5 "**Substantial Shareholding**" means the shares in the Company in relation to which or by virtue of which (in whole or in part) a person is an excessive shareholder;

190.3.6 "**Substantial Shareholder**" means any person whose interest in the Company, whether legal or beneficial, direct or indirect. may cause any member of the group to be liable to pay tax under section 551 of the Corporation Tax Act 2010 on or in connection with the making of a distribution to or in respect of such person including, at the date of adoption of this Article, any holder of excessive rights as defined in section 553 of the Corporation Tax Act 2010;

190.3.7 "**Group**" means the Company and the other companies in its group for the purposes of section 606 of the Corporation Tax Act 2010 (as such section may be modified, supplemented or replaced from time to time);

190.3.8 "**HMRC**" means His Majesty's Revenue & Customs;

190.3.9 "**interest in the Company**" includes, without limitation, an interest in a distribution made or to be made by the Company;

190.3.10 "**person**" includes a body of persons, corporate or unincorporated, wherever resident or domiciled;

190.3.11 "**Relevant Registered Shareholder**" means a shareholder who holds all or some of the shares in the company that comprise an excessive shareholding (whether or not an excessive shareholder); and

190.3.12 "**Reporting Obligation**" means any obligation from time to time of the company to provide information or reports to HMRC as a result of or in connection with the company's status as a REIT or the principal company in a group REIT.

190.4 Where any certificate or declaration may be or is required to be provided by any person (including, without limitation, a Distribution Transfer Certificate) pursuant to any of **Articles 179** to **184**, such certificate or declaration may be required by the Directors (without limitation):

190.4.1 to be addressed to the Company, the Directors or such other persons as the Directors may determine (including HMRC);

190.4.2 to include such information as the Directors consider is required for the Company to comply with any Reporting Obligation;

190.4.3 to contain such legally binding representations and obligations as the Directors may determine;

190.4.4 to include an undertaking to notify the Company if the information in the certificate or declaration becomes incorrect, including prior to such change;

190.4.5 to be copied or provided to such persons as the Directors may determine (including HMRC); and

190.4.6 to be executed in such form (including as a deed or deed poll) as the Directors may determine.

190.5 The provisions of this Article shall apply notwithstanding any provisions to the contrary in any other Article.

190.6 Each shareholder and any other relevant person shall serve notice in writing on the Company at the registered office on:

190.6.1 his becoming a Substantial Shareholder (together with the percentage of voting rights, share capital or dividends he controls or is beneficially entitled to, details of the identity of the shareholder(s) who hold(s) the relevant Substantial Shareholding and such other information, certificates or declarations as the Directors may require from time to time), such other information, certificates or declarations to be provided as soon as reasonably practicable;

190.6.2 his becoming a Relevant Registered Shareholder (together with such details of the relevant Substantial Shareholder and such other information, certificates or declarations as the Directors may require from time to time), such other information, certificates or declarations to be provided as soon as reasonably practicable; and

190.6.3 any change to the particulars contained in any such notice (or in such other information, certificates or declarations), including on the relevant person ceasing to be a Substantial Shareholder or a Relevant Registered Shareholder, such change to be notified as soon as reasonably practicable.

Any such notice shall be delivered by the end of the second Business Day after the day on which the person becomes a Substantial Shareholder or a Relevant Registered Shareholder or after the change in relevant particulars occurs or within such shorter or longer period as the Directors may specify from time to time.

190.7 The Directors may at any time give notice in writing to any person requiring him, within such period as may be specified in the notice (being seven days from the date of service of the notice or such shorter or longer period as the Directors may specify in the notice), to deliver to the Company at the Office such information, certificates and declarations as the Directors may require to establish whether or not he is a Substantial Shareholder or a Relevant Registered Shareholder or to comply with any Reporting Obligation. Each such person shall deliver such information, certificates and declarations within the period specified in such notice.

190.8 In respect of any Distribution, the Directors may, if the Directors determine that the condition set out in **Article 190.9** is satisfied in relation to any shares in the Company, withhold payment of such Distribution on or in respect of such shares. Any Distribution so withheld shall be paid as provided in **Article 190.10** and until such payment the persons who would otherwise be entitled to the Distribution shall have no right to the Distribution or its payment.

190.9 The condition referred to in **Article 190.8** is that, in relation to any shares in the Company and any Distribution to be paid or made on and in respect of such shares:

190.9.1 the Directors believe that such shares comprise all or part of a Substantial Shareholding of a Substantial Shareholder; and

190.9.2 the Directors are not satisfied that such Substantial Shareholder would not be beneficially entitled to the Distribution (or part of it) if it was paid; and

190.9.3 the Directors are not satisfied that no member of the group will be liable to an excess charge on, or in connection with, the making of the distribution to, or in respect of, the Substantial Shareholder.

and, for the avoidance of doubt, if the shares comprise all or part of a Substantial Shareholding in respect of more than one Substantial Shareholder this condition is not satisfied unless it is satisfied in respect of all such Substantial Shareholders. In considering whether no excess charge will arise, the directors may rely on written clearances received from HMRC.

190.10 If a Distribution has been withheld on or in respect of any shares in the Company in accordance with **Article 190.8**, it shall be paid as follows:

190.10.1 if it is established to the satisfaction of the Directors that the condition in **Article 190.9** is not satisfied in relation to such shares, in which case the whole amount of the Distribution withheld shall be paid; and

190.10.2 if the Directors are satisfied that sufficient interests in all or some of the shares concerned have been transferred to a third party so that such transferred shares no longer form part of the Substantial Shareholding, in which case the Distribution attributable to such shares shall be paid to such third party (provided the Directors are satisfied that following such transfer such shares concerned do not form part of a Substantial Shareholding); and

190.10.3 if the Directors are satisfied that as a result of a transfer of interests in shares referred to in **Article 190.10.2** the remaining shares no longer form part of a Substantial Shareholding, in which case the Distribution attributable to such shares shall be paid.

In this **Article 190.10**, references to the "**transfer**" of a share include the disposal (by any means) of beneficial ownership of, control of voting rights in respect of and beneficial entitlement to dividends in respect of, that share.

190.11 A Substantial Shareholder may satisfy the Directors that he is not beneficially entitled to a Distribution by providing a Distribution Transfer Certificate. The Directors shall be entitled to (but shall not be bound to) accept a Distribution Transfer Certificate as evidence of the matters therein stated and the Directors shall be entitled to require such other information, certifications or declarations as they think fit.

190.12 The Directors may withhold payment of a Distribution on or in respect of any shares in the Company if any notice given by the Directors pursuant to **Article 190.7** in relation to such shares shall not have been complied with to the satisfaction of the Directors within the period specified in such notice. Any Distribution so withheld will be paid when the notice is complied with to the satisfaction of the Directors unless the Directors withhold payment pursuant to **Article 190.8** and until such payment the persons who would otherwise be entitled to the Distribution shall have no right to the Distribution or its payment.

190.13 If the Directors decide that payment of a Distribution should be withheld under **Article 190.8** or **Article 190.12**, they shall within five Business Days give notice in writing of that decision to the Relevant Registered Shareholder.

190.14 If any Distribution shall be paid on or in respect of a Substantial Shareholding and an Excess Charge becomes payable, the Substantial Shareholder pay the amount of such excess charge and all costs and expenses incurred by the Company in connection with the recovery of such amount to the company on demand by the Company. Without prejudice to the right of the Company to claim such amount from the Substantial Shareholder, such recovery may be made out of the proceeds of any disposal pursuant to **Article 190.21** or out of any subsequent Distribution in respect of the shares to such person or to the shareholders of all shares in relation to or by virtue of which the Directors believe that person has an interest in the Company (whether that person is at that time a Substantial Shareholder or not).

190.15 If a Distribution is paid on or in respect of a Substantial Shareholding (except where the Distribution is paid in circumstances where the Substantial Shareholder is not otherwise beneficially entitled to the Distribution or the Directors have determined that they are satisfied that no member of the group will be liable to an Excess Charge on, or in respect of, the Substantial Shareholder), the Distribution and any income arising from it shall be held by the payee or other recipient to whom the Distribution or right to it is transferred by the payee on trust absolutely for the persons nominated by the relevant Substantial Shareholder under **Article 190.16** in such proportions as the relevant Substantial Shareholder shall in the nomination direct, or subject to and in default of such nomination being validly made within 12 years after the date the Distribution is made, for the Company.

190.16 The relevant Substantial Shareholder of shares in the Company on or in respect of which a Distribution is paid shall be entitled to nominate in writing any two or more persons (not being Substantial Shareholders) to be the beneficiaries of the trust on which the Distribution is held under **Article 190.15** and the Substantial Shareholder may in any such nomination state the proportions in which the Distribution is to be held on trust for the nominated persons, failing which the Distribution shall be held on trust for the nominated persons in equal proportions. No person may be nominated under this Article who is or would, on becoming a beneficiary in accordance with the nomination, become a Substantial Shareholder. If the Substantial Shareholder making the nomination is not by virtue of **Article 190.15** the trustee of the trust, the nomination shall not take effect until it is delivered to the person who is the trustee.

190.17 Any income arising from a Distribution which is held on trust under **Article 190.15** shall until the earlier of (i) the making of a valid nomination under **Article 190.16** and (ii) the expiry of the period of 12 years from the date when the Distribution is paid be accumulated as an accretion to the Distribution. Income shall be treated as arising when payable, so that no apportionment shall take place. The Company shall be entitled to deduct and pay to HMRC any tax due on the income arising for which it or any member of the NewRiver Group is liable to account.

190.18 No person who by virtue of **Article 190.15** holds a Distribution on trust shall be under any obligation to invest the Distribution or to deposit it in an interest-bearing account.

190.19 No person who by virtue of **Article 190.15** holds a Distribution on trust shall be liable for any breach of trust unless due to his own fraud or wilful wrongdoing or, in the case of an incorporated person, the fraud or wilful wrongdoing of its directors, officers or employees.

190.20 If at any time, the Directors believe that:

190.20.1 in respect of any Distribution declared or announced, the condition set out in **Article 190.9** is satisfied in respect of any shares in the Company in relation to that Distribution; or

190.20.2 a notice given by the Directors pursuant to **Article 190.7** in relation to any shares in the Company has not been complied with to the satisfaction of the Directors within the period specified in such notice; or

190.20.3 any information, certificate or declaration provided by a person in relation to any shares in the Company for the purposes of this Article was materially inaccurate or misleading,

the Directors may give notice in writing (a "**Disposal Notice**") to any persons they believe are Relevant Registered Shareholders in respect of the relevant shares requiring such Relevant Registered Shareholders within 21 days of the date of service of the notice (or such longer or shorter time as the Directors consider to be appropriate in the circumstances) to dispose of such number of shares (and attributable voting rights, entitlement to distributions and beneficial ownership) the Directors may in such notice specify or to take such other steps as will cause the condition set out in **Article 190.9** no longer to be satisfied. The Directors may, if they think fit, withdraw a Disposal Notice.

190.21 If:

190.21.1 the requirements of a Disposal Notice are not complied with to the satisfaction of the Directors within the period specified in the relevant notice and the relevant Disposal Notice is not withdrawn; or

190.21.2 a Distribution is paid on a Substantial Shareholding and an Excess Charge becomes payable,

the Directors may arrange for the Company to sell all or some of the shares to which the Disposal Notice relates or, as the case may be, that form part of the Substantial Shareholding concerned. For this purpose, the Directors may make such arrangements as they deem appropriate. In particular, without limitation, they may authorise any officer or employee of the Company to execute any transfer or other document on behalf of the holder or holders of the relevant share and, in the case of a share in uncertificated form, may make such arrangements as they think fit on behalf of the relevant holder or holders to transfer title to the relevant share through a relevant system.

190.22 Any sale pursuant to **Article 190.21** above shall be at the price which the Directors consider is the best price reasonably obtainable and the Directors shall not be liable to the holder or holders of the relevant share for any alleged deficiency in the amount of the sale proceeds or any other matter relating to the sale.

190.23 The net proceeds of the sale of any share under **Article 190.21** (less any amount to be retained pursuant to **Article 190.14** and the expenses of sale) shall be paid over by the Company to the former holder or holders of the relevant share upon surrender of any certificate or other evidence of title relating to it, without interest. The receipt of the Company shall be a good discharge for the purchase money.

190.24 The title of any transferee of shares shall not be affected by an irregularity or invalidity of any actions purportedly taken pursuant to this Article.

190.25 The Directors shall be entitled to presume without enquiry, unless any Director has reason to believe otherwise, that a person is not a Substantial Shareholder or a Relevant Registered Shareholder.

190.26 The Directors shall not be required to give any reasons for any decision or determination (including any decision or determination not to take action in respect of a particular person) pursuant to this Article and any such determination or decision shall be final and binding on all persons unless and until it is revoked or changed by the Directors. Any disposal or transfer made or other thing done by or on behalf of the Board or any Director pursuant to this Article shall be binding on all persons and shall not be open to challenge on any ground whatsoever.

190.27 Without limiting their liability to the Company, the Directors shall be under no liability to any other person, and the Company shall be under no liability to any shareholder or any other person, for identifying or failing to identify any person as a Substantial Shareholder or a Relevant Registered Shareholder.

190.28 The Directors shall not be obliged to serve any notice required under this Article upon any person if they do not know either his identity or his address. The absence of service of such a notice in such circumstances or any accidental error in or failure to give any notice to any person upon whom notice is required to be served under this Article shall not prevent the implementation of or invalidate any procedure under this Article.

190.29 The provisions of **Articles 170** to **182** (inclusive) shall apply to the service upon any person of any notice required by this Article. Any notice required by this Article to be served upon a person who is not a shareholder or upon a person who is a shareholder but whose address is not within the United Kingdom and who has failed to supply to the company an address within the United Kingdom shall be deemed validly served if such notice is sent through the post in a pre-paid cover addressed to that person or shareholder at the address if any, at which the Directors believe him to be resident or carrying on business or, in the case of a holder of depositary receipts or similar securities, to the address, if any, in the register of holders of the relevant securities. Service shall, in such a case be deemed to be effected on the day of posting and it shall be sufficient proof of service if that notice was properly addressed, stamped and posted.

190.30 Any notice required or permitted to be given pursuant to this Article may relate to more than one share and shall specify the share or shares to which it relates.

190.31 The Directors may require from time to time any person who is or claims to be a person to whom a Distribution may be paid without deduction of tax under Regulation 7 of the Real Estate Investment Trusts (Assessment and Recovery of Tax) Regulations 2006 to provide such certificates or declarations as they may require from time to time.

190.32 This Article may be amended by special resolution from time to time, including to give powers to the Directors to take such steps as they may require in order to ensure that the Company can satisfy Condition D of Section 528 of the CTA 2010 which relates to close company status, which powers may include the ability to arrange for the sale of shares on behalf of shareholders."

Part 8

Additional Information

1. Responsibility statements

1.1 The Company and each of the Directors, whose names appear on page 43 of this document, accept responsibility for the information contained in this document. To the best of the knowledge of the Company and the Directors, the information contained in this document is in accordance with the facts and this document makes no omission likely to affect its import.

1.2 Knight Frank accepts responsibility for the information contained in the Knight Frank Property Valuation Reports set out in Parts A and C of Appendix 1 to this document. To the best of the knowledge of Knight Frank, the information contained in the Knight Frank Property Valuation Reports is in accordance with the facts and the Knight Frank Property Valuation Reports make no omission likely to affect their import.

1.3 Colliers accepts responsibility for the information contained in the Colliers Property Valuation Report set out in Part B of Appendix 1 to this document. To the best of the knowledge of Colliers, the information contained in the Colliers Valuation Report is in accordance with the facts and the Colliers Property Valuation Report makes no omission likely to affect its import.

1.4 CBRE accepts responsibility for the information contained in the CBRE Property Valuation Report set out in Part D of Appendix 1 to this document. To the best of the knowledge of CBRE, the information contained in the CBRE Valuation Report is in accordance with the facts and the CBRE Property Valuation Report makes no omission likely to affect its import.

2. Incorporation and registered office of NewRiver

2.1 The Company was incorporated in England and Wales on 8 June 2016 as a public limited company under the Companies Act with registered number 10221027. The Company's Legal Entity Identifier is 2138004GX1VAUMH66L31. The Company is domiciled in the United Kingdom. Its registered office and head office is 89 Whitfield Street, London, England, W1T 4DE (telephone number: +44 (0) 20 3328 5800). The Company's website is at https://www.nrr.co.uk. The information on the Company's website does not form part of this document unless that information is specifically incorporated by reference into this document.

2.2 The principal legislation under which the Company operates is the Companies Act and the regulations made under it.

3. Share capital of NewRiver

3.1 As at 31 March 2024, the Company's issued share capital was £3,136,862.92 divided into 313,686,292 Ordinary Shares of £0.01 each.

3.2 In accordance with the terms of the NewRiver scrip dividend scheme, 1,753,176 ordinary shares of £0.01 each in the Company were issued in relation to the final dividend declared by NewRiver on 21 June 2024 of 3.2 pence per NewRiver Share and admitted to trading on the London Stock Exchange at 8.00 a.m. on 16 August 2024.

3.3 On 19 September 2024, the Company announced the results of the Placing in accordance with the terms of the announcement published by the Company by RIS on 18 September 2024 pursuant to which 62,737,200 NewRiver Shares were allotted and, on 23 September 2024, admitted to trading on the Main Market and to the Equity Shares (Commercial Companies) category of the Official List.

3.4 As at the date of this document, the Company's issued share capital, all of which is fully paid, is 378,176,668 NewRiver Shares. No NewRiver Shares are held in treasury.

3.5 The Company has convened the NewRiver General Meeting at which the Directors are seeking authority from NewRiver Shareholders to, *inter alia*, issue up to 100,673,359 Consideration Shares to Capital & Regional Shareholders pursuant to the Acquisition. Details of the Acquisition Resolution are set out in the Notice of General Meeting in Part 11 (*Notice of General Meeting*) of this document.

3.6 Subject to the Acquisition becoming effective, up to 100,673,359 Consideration Shares will be issued. Assuming that the maximum number of NewRiver Shares are issued to Capital & Regional Shareholders, this will result in the Company's issued share capital increasing by up to approximately 27 per cent. If the Acquisition becomes effective, NewRiver Shareholders, who are not also shareholders in Capital & Regional, will suffer an immediate dilution as a result of the Acquisition.

Assuming that the maximum number of Consideration Shares are issued to Capital & Regional Shareholders in connection with the Acquisition, and based on the existing issued ordinary share capital of NewRiver, each NewRiver Shareholder will suffer a maximum dilution of up to approximately 21 per cent. to their ownership and voting interests in the Company and the Consideration Shares will represent up to approximately 21 per cent. of the Enlarged Share Capital.

3.7 All of the Consideration Shares to be issued pursuant to the Acquisition will be in registered form and will be eligible for settlement in CREST. Temporary documents of title will not be issued.

3.8 At the Company's 2024 annual general meeting ("**2024 AGM**"), the Company was given authority to issue up to 31,368,600 NewRiver Shares on a non-pre-emptive basis and an additional 31,368,600 NewRiver Shares on a non-pre-emptive basis for the purposes of financing an acquisition or specific capital investment until the conclusion of the Company's next annual general meeting in 2025. As at the date of this document, 62,737,200 NewRiver Shares have been issued on a non-pre-emptive basis pursuant to this authority in connection with the Placing. At the 2024 AGM, Shareholders also gave the Board authority to buy back up to 31,368,629 NewRiver Shares, such authority to expire at the conclusion of the annual general meeting of the Company in 2025 or, if earlier, on 5 November 2025.

3.9 The Company had not issued any convertible securities, exchangeable securities or securities with warrants; no share or loan capital of the Company is under option or has been agreed, conditionally or unconditionally, to be put under option; and (save in connection with the Acquisition, as described in Part 1 (*Letter from the Chair*) of this document) the Company had not granted or assumed any acquisition rights or obligations over authorised but unissued share capital or given any undertaking to increase the share capital.

3.10 There are no restrictions on the free transferability of the NewRiver Shares under the Articles.

4. Major Shareholder interests in NewRiver

4.1 So far as is known to the Company, as at the Last Practicable Date, each of the following persons held, directly or indirectly, three per cent. or more of the issued share capital of the Company:

	As at the Last Practicable Date:		**Immediately following Completion:**	
Name	**Number of Existing Ordinary Shares held**	**% of existing ordinary share capital**	**Number of Ordinary Shares held**	**% of Enlarged Share Capital***
FIL Limited	51,511,309	13.62	51,511,309	10.76
Premier Miton	32,016,514	8.47	32,016,514	6.69
BlackRock	16,131,934	4.27	16,710,464	3.49
M&G Investments	16,337,211	4.32	16,337,211	3.41
Wellington Management	13,094,270	3.46	13,094,270	2.73
Perpetual Limited	12,520,819	3.31	12,520,819	2.61
Clearance Capital	11,621,376	3.07	11,621,391	2.43

* Assuming that (i) the interest of the relevant Shareholder as at the Last Practicable Date does not change other than as a result of the issue and allotment of the Consideration Shares (ii) the maximum number of Consideration Shares (being 100,673,359) are issued and (iii) there are no changes to the existing issued ordinary share capital of NewRiver and the fully diluted ordinary share capital of Capital & Regional as at the Last Practicable Date.

4.2 As at the Last Practicable Date, save as set out in this paragraph 4, the Company is not aware of any persons who have a notifiable interest under English law in the Company's capital or voting rights.

4.3 All Shareholders have the same voting rights in respect of the share capital of the Company.

4.4 As at the Last Practicable Date, the Company and the Directors are not aware of any other person who, directly or indirectly, jointly or severally, exercises or could exercise control over the Company.

4.5 The Company and the Directors are not aware of any arrangements, the operation of which may at a subsequent date result in a change in control of the Company.

5. Interests of Directors in NewRiver

5.1 Based on the existing issued ordinary share capital of NewRiver and the maximum number of Consideration Shares, the table below sets out: (i) the number of Existing Ordinary Shares held by each Director at the Last Practicable Date; (ii) the percentage of ordinary share capital that holding represents at the Last Practicable Date; (iii) the number of Ordinary Shares expected to be held by each Director immediately following completion of the Acquisition (assuming that a maximum of 100,673,359 Consideration Shares are issued); and (iv) the percentage of the Enlarged Share Capital that holding is expected to represent:

Director	Number of Existing Ordinary Shares held	% of existing ordinary share capital	Number of Consideration Shares	% of Enlarged Share Capital*
Allan Stevenson Robert Lockhart	630,541	0.17	—	0.13
William Thomas Hobman	425,551	0.11	—	0.09
Lynn Rosanne Fordham	187,500	0.05	—	0.04
Alastair Miller	118,103	0.03	—	0.02
Karen Miller	18,750	0.00	—	0.00
Charlie Parker	21,454	0.01	—	0.00
Colin Rutherford	—	—	—	0.00

5.2 As at the Last Practicable Date, the Directors had the following awards relating to Existing Ordinary Shares under the NewRiver Share Incentive Plans:

Director	NewRiver Share Incentive Plan	Date granted	Option exercise price (pence) if any	No. of NewRiver Shares underlying share options held at the Last Practicable Date
Allan Stevenson Robert Lockhart	PSP	07/09/2021	nil	758,259
	DBP	06/07/2022	nil	181,450
	PSP	06/07/2022	nil	649,115
	DBP	29/06/2023	nil	185,919
	PSP	29/06/2023	nil	590,927
	DBP	25/09/2024	nil	150,930
	PSP	25/09/2024	nil	587,144
William Thomas Hobman	PSP	07/09/2021	nil	330,728
	DBP	06/07/2022	nil	133,085
	PSP	06/07/2022	nil	448,856
	DBP	29/06/2023	nil	128,560
	PSP	29/06/2023	nil	408,619
	DBP	25/09/2024	nil	104,366

Director	NewRiver Share Incentive Plan	Date granted	Option exercise price (pence) if any	No. of NewRiver Shares underlying share options held at the Last Practicable Date
	PSP	25/09/2024	nil	406,004

5.3 Save as disclosed in this paragraph 5, no Director has any interest, whether beneficial or non-beneficial, in the share or loan capital of the Company as at the Last Practicable Date.

5.4 Save as disclosed in this document in connection with the Acquisition, none of the Directors has, or has had, an interest in any transaction which is or was unusual in its nature or conditions or significant to the business of the Company or that has been effected by the Company since its incorporation.

5.5 The Company has not made any loans to the Directors which are outstanding, nor has it ever provided any guarantees for the benefit of any Director, or the Directors collectively.

5.6 Over the five years preceding the date of this document, the Directors hold or have held the following directorships (apart from their directorships of the Company) or memberships of administrative, management or supervisory bodies and/or partnerships:

Name	Current	Previous
Allan Stevenson Robert Lockhart	NewRiver Retail (Broadway Square) UK Limited NewRiver Retail (Bexleyheath) UK Limited NewRiver (Grays) UK Limited NewRiver Capital Limited NewRiver (Darnall) Limited NewRiver REIT Plc NewRiver Retail (Burgess Hill) Limited NewRiver Retail (Bexleyheath) Holdings Limited NewRiver Retail (Leylands Road) Limited NewRiver Retail (Penge) Limited NewRiver Retail (Cardiff) Limited NewRiver Retail (Darlington) Limited NewRiver Finance Company Limited NewRiver Retail (Ramsay Investment) Limited NewRiver Retail (Ramsay Development) Limited NewRiver Retail (Wakefield) Limited NewRiver Retail (Portfolio No. 6 Limited) NewRiver Retail (Morecambe) Limited NewRiver Retail (Portfolio No, 5) Limited Shopping Centre REIT Limited C-Store REIT Limited Convenience Store REIT Limited NewRiver Retail (Warminster) Limited NewRiver Leisure Limited NewRiver Retail (Witham) Limited	NewRiver Retail (Skegness Developments) Limited NewRiver Retail (Colchester) Ltd Hawthorn Leisure Limited Hawthorn Leisure Honey Limited Hawthorn Leisure Acquisitions Limited NewRiver Retail (Hamilton) Limited NewRiver (Sprucefield) Limited Hawthorn Leisure Topco Limited Hawthorn Leisure Public Houses Limited Hawthorn Leisure Community Pubs Limited Hawthorn Leisure (Mantle) Limited

Name	Current	Previous
	NewRiver Retail (Carmarthen) Limited NewRiver Retail (Skegness) Limited NewRiver Retail (Wisbech) Limited NewRiver Retail (Paisley) Limited NewRiver Retail (Portfolio No.4) Limited NewRiver Retail (Boscombe No.1) Limited NewRiver Retail (Portfolio No.8) Limited NewRiver REIT (UK) Limited NewRiver Retail (Nominee No.3) Limited NewRiver Retail Limited NewRiver Retail (GP3) Limited NewRiver Retail (Portfolio No.3) Limited Ellandi Management Limited EML Sub No 2 Limited NewRiver Retail Limited NewRiver Retail (Wrexham No 1) Limited NewRiver Retail (Market Deeping No 1) Limited NewRiver Retail (Portfolio No 1) Limited NewRiver Retail (Portfolio No 2) Limited	
William Thomas Hobman	Ellandi Management Limited Shopping Centre Reit Limited NewRiver Retail (Skegness) Limited NewRiver Retail (Portfolio No.10) Limited NewRiver Leisure Limited NewRiver Reit (UK) Limited NewRiver Retail (Carmarthen) Limited NewRiver Retail (Portfolio No.8) Limited NewRiver Retail (Portfolio No, 5) Limited NewRiver Retail (Bexleyheath) UK Limited NewRiver Retail (Cardiff) Limited NewRiver Retail (Broadway Square) UK Limited NewRiver Capital Limited NewRiver Finance Company Limited NewRiver Retail (Nominee No.3) Limited NewRiver Retail (Bexleyheath) Holdings Limited NewRiver Retail Limited NewRiver Retail (Wakefield) Limited NewRiver Retail (Portfolio No. 6)	NewRiver Retail (Skegness Developments) Limited NewRiver Retail (Colchester) Ltd RI MDC UK133 Limited

Name	Current	Previous
	Limited NewRiver Retail (Portfolio No.4) Limited C-Store Reit Limited NewRiver Retail (Wisbech) Limited NewRiver Retail (GP3) Limited NewRiver (Darnall) Limited NewRiver Retail (Boscombe No.1) Limited NewRiver Retail (Penge) Limited NewRiver Retail (Witham) Limited NewRiver Retail (Ramsay Investment) Limited NewRiver Retail (Burgess Hill) Limited NewRiver Retail (Leylands Road) Limited NewRiver Retail (Darlington) Limited NewRiver Retail (Paisley) Limited NewRiver Retail (Morecambe) Limited NewRiver (Grays) UK Limited NewRiver Retail (Ramsay Development) Limited Convenience Store REIT Limited NewRiver Retail (Portfolio No.3) Limited NewRiver Retail (Warminster) Limited Hobco Limited EML Sub No 2 Limited NewRiver Retail Limited NewRiver Retail (Wrexham No 1) Limited NewRiver Retail (Market Deeping No 1) Limited NewRiver Retail (Portfolio No 1) Limited	
Lynn Rosanne Fordham	FGHL Limited NCC Group Plc Enfinium Holdings Limited Enfinium Group Limited Caledonia Investments Plc Spiezia Organics Limited Conquering Horizons Limited Domino's Pizza Group Plc Royal Marines Association – The Royal Marines Charity TRMC Enterprises Limited	The Royal Marines Association Limited Delivering London Ltd Larchpoint Capital LLP Larchpoint 1B RB Carry GP Limited Larchpoint 1B RB GP Limited Larchpoint RB Carry GP Limited Larchpoint Alternative RB GP Limited Larchpoint Alternative RB Carry GP Limited Larchpoint RB GP Limited SVGC Managers Limited
Alastair Miller	Total Therapy Ringwood Ltd Total Therapy Bournemouth Ltd Lilliput Health Limited Total Therapy Poole Ltd Westview Capital Limited	Unbound Group Plc Superdry Plc

Name	Current	Previous
Karen Miller	Lidwells Ltd Cambridge Net Positive Lab Ltd	—
Charlie Parker	Couttie Limited Griffin Investors Limited	—
Colin Rutherford	Right Group Holdings Limited Right Digital Solutions Limited Right Topco Limited Act Blade Limited Rothley Group Limited Processing Power Limited Allstone Sands Gravels Aggregates Trading Co.Ltd. Money Redress Limited Rothley Holdings Limited Teachers Media Plc Brookgate Limited Malvern Leisure Limited Conor Wolf & CO	Meallmore Limited Hawthorn Leisure Topco Limited Mitchells & Butlers Plc Ajentia Limited Susan Metcalfe Limited Rothley Law Limited Discite Ltd Teachers Media International Limited* ** Dissolved by compulsory liquidation on 7 May 2024*

5.7 Save as disclosed in paragraph 5.6 above, none of the Directors has, in the five years before the date of this document:

(a) had any convictions in relation to fraudulent offences;

(b) been associated with any bankruptcies, receiverships or liquidations of any partnership or company, or any company put into administration, through acting in the capacity as a member of the administrative, management or supervisory body or as a partner, founder or senior manager of such partnership or company; and

(c) had any official public incrimination and/or sanctions by statutory or regulatory authorities (including designated professional bodies) and have not been disqualified by a court from acting as a member of the administration, management or supervisory bodies of any issuer or from acting in the management or conduct of the affairs of any issuer.

5.8 None of the Directors has any family relationship with another Director.

5.9 None of the Directors has any conflict of interest or potential conflicts of interest between any of his or her duties carried out on behalf of the Company and his or her private interests and any other duties.

5.10 The Company intends to maintain directors' and officers' liability insurance on behalf of the Directors at the expense of the Company.

6. Articles of Association

The Articles contain provisions, *inter alia*, to the following effect:

6.1 *Objects*

The Articles do not provide for any objects of the Company and accordingly the Company's objects are unrestricted.

6.2 *Variation of rights*

Subject to the provisions of the Companies Act as amended and every other statute for the time being in force concerning companies and affecting the Company (the "**Statutes**"), if at any time the share capital of the Company is divided into different classes of shares, the rights attached to any class may be varied or abrogated either with the consent in writing of the holders of three-quarters in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class (but not otherwise) and may be so varied either whilst the Company is a going concern or during or in contemplation of a winding-up. At every such separate general meeting the necessary quorum shall be at least two persons holding or representing by proxy at least one-third in nominal value of the issued shares of the class in question (but at any adjourned meeting any holder of shares of the class present in person or by proxy shall be a quorum), any holder of shares of the class present in person or by proxy may demand a poll and every such holder shall on a poll have one vote for every share of the class held by him.

Where the rights of some only of the shares of any class are to be varied, the foregoing provisions apply as if each group of shares of the class differently treated formed a separate class whose rights are to be varied.

6.3 ***Alteration of share capital***

The Company may by ordinary resolution:

a) consolidate and divide all or any of its share capital into shares of larger nominal value than its existing shares;

b) sub-divide its shares, or any of them, into shares of smaller nominal value than its existing shares; and

c) determine that, as between the shares resulting from such a sub-division, one or more shares may, as compared with the others, have any such preferred, deferred or other rights or be subject to any such restrictions as the Company has power to attach to unissued or new shares.

6.4 ***Issue of shares***

Subject to the provisions of the Companies Act and without prejudice to any rights attaching to any existing shares, any share may be issued with such rights or restrictions as the Company may by ordinary resolution determine (or if the Company has not so determined, as the Directors may determine).

6.5 ***Dividends***

Subject to the provisions of the Companies Act, the Company may by ordinary resolution declare dividends in accordance with the respective rights of the shareholders, but no dividends shall exceed the amount recommended by the Directors. Subject to the provisions of the Companies Act, the Directors may pay interim dividends, or dividends payable at a fixed rate, if it appears to them that they are justified by the profits of the Company available for distribution. If the Directors act in good faith they shall not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on any shares having deferred or non-preferred rights.

Subject to the rights of persons (if any) entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid up on the shares on which the dividend is paid. If any share is issued on terms that it ranks for dividend as from a particular date, it shall rank for dividend accordingly. In any other case, dividends shall be apportioned and paid proportionately to the amount paid up on the shares during any portion(s) of the period in respect of which the dividend is paid.

6.6 ***Voting rights***

Subject to any rights or restrictions attached to any shares, on a show of hands every shareholder present in person has one vote, every proxy present who has been duly appointed by a shareholder entitled to vote has one vote and every corporate representative present who has been duly authorised by a corporation has the same voting rights as the corporation would be entitled to. On a poll every shareholder (whether present in person or by proxy or by corporate representative) has one vote for every share of which he is the holder. A shareholder entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses the same way. In the case of joint holders, the vote of the senior who tenders a vote shall be accepted to the exclusion of the vote of the other joint holders, and seniority shall be determined by the order in which the names of the holders stand in the Register.

No shareholder shall have any right to vote at any general meeting or at any separate meeting of the holders of any class of shares, either in person or by proxy, in respect of any share held by him unless all amounts presently payable by him in respect of that share have been paid.

Where a shareholder vote is required to be taken in accordance with the UK Listing Rules, that vote must be decided by a resolution of the holders of the shares that have been admitted to the Equity Shares (Commercial Companies) category. Where the provisions of the UK Listing Rules require that any resolution must, in addition, be approved by the independent shareholders (as defined in the Equity Shares (Commercial Companies) category), only independent shareholders who hold shares that have a premium listing shall be entitled to vote on the relevant resolution.

6.7 ***Transfer of shares***

A share in certificated form may be transferred by an instrument of transfer, which may be in any usual form or in any other form approved by the Directors, executed by or on behalf of the transferor and, where the share is not fully paid, by or on behalf of the transferee. A share in uncertificated form may be transferred by means of the relevant electronic system concerned.

In their absolute discretion, the Directors may refuse to register the transfer of a share in certificated form which is not fully paid provided that if the share is listed on the Official List such refusal does not prevent dealings in the shares from taking place on an open and proper basis. The Directors may also refuse to register a transfer of a share in certificated form unless the instrument of transfer:

a) is lodged, duly stamped, at the registered office of the Company or such other place as the Directors may appoint and is accompanied by the certificate for the share to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer;

b) is in respect of only one class of share; and

c) is not in favour of more than four transferees.

The Directors may refuse to register a transfer of a share in uncertificated form in any case where the Company is entitled to refuse to register the transfer under the CREST Regulations provided that such refusal does not prevent dealings in the shares from taking place on an open and proper basis.

If the Directors refuse to register a transfer of a share, they shall within two months after the date on which the transfer was lodged with the Company or, in the case of an uncertificated share, the date on which the appropriate instruction was received by or on behalf of the Company in accordance with the CREST Regulations send to the transferee notice of refusal.

No fee shall be charged for the registration of any instrument of transfer or other document or instruction relating to or affecting the title to any share.

6.8 ***Distribution of assets on a winding-up***

If the Company is wound up, with the sanction of a special resolution and any other sanction required by law and subject to the Companies Act, the liquidator may divide among the shareholders in specie the whole or any part of the assets of the Company and for that purpose may value any assets and determine how the division shall be carried out as between the shareholders or different classes of shareholders. With the like sanction, the liquidator may vest the whole or any part of the assets in trustees upon such trusts for the benefit of the shareholders as he may with the like sanction determine, but no shareholder shall be compelled to accept any shares or other securities upon which there is a liability.

6.9 ***Restrictions on rights: failure to respond to a Section 793 notice***

If a shareholder, or any other person appearing to be interested in shares held by that shareholder, fails to provide the information requested in a notice given to him under section 793 of the Companies Act by the Company in relation to his interest in shares (the "default shares") within 28 days of the notice (or, where the default shares represent at least 0.25 per cent. of their class, 14 days of the notice), sanctions shall apply unless the Directors determine otherwise. The sanctions available are the suspension of the right to attend or vote (whether in person or by representative or proxy) at any general meeting or any separate meeting of the holders of any class or on any poll and, where the default shares represent at least 0.25 per cent. of their class (excluding treasury shares), the withholding of any dividend payable in respect of those shares and the restriction of the transfer of those shares (subject to certain exceptions).

6.10 ***Untraced shareholders***

Subject to various notice requirements, the Company may sell any of a shareholder's shares if, during a period of 12 years, at least three dividends (either interim or final) on such shares have become payable and no cheque for amounts payable in respect of such shares has been presented and no warrant or other method of payment has been effected and no communication has been received by the Company from the shareholder or person concerned.

6.11 ***Appointment of Directors***

Unless the Company determines otherwise by ordinary resolution, the number of Directors (other than alternate Directors) shall not be subject to any maximum but shall not be less than two.

Subject to the Articles, the Company may by ordinary resolution appoint a person who is willing to act as, and is permitted by law to do so, to be a Director either to fill a vacancy or as an additional Director. The Directors may appoint a person who is willing to act, and is permitted by law to do so, to be a Director, either to fill a vacancy or as an additional Director. A person appointed as a Director by the other Directors is required to retire at the Company's next annual general meeting and shall then be eligible for reappointment.

6.12 ***Powers of Directors***

The business of the Company shall be managed by the Directors who, subject to the provisions of the Articles and to any directions given by special resolution to take, or refrain from taking, specified action, may exercise all the powers of the Company.

Any Director may appoint any other Director, or any other person approved by resolution of the Directors and willing to act and permitted by law to do so, to be an alternate Director.

6.13 ***Borrowings***

The Board on behalf of the Company may exercise all the powers of the Company to borrow money, to indemnify, to guarantee and to mortgage or charge its undertaking property and uncalled capital and (subject to the provisions of the Statutes regarding authority to allot debentures convertible into shares) to issue debentures and other securities whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

6.14 ***Voting at board meetings***

No business shall be transacted at any meeting of the Directors unless a quorum is present and the quorum may be fixed by the Directors; unless so fixed at any other number the quorum shall be two. A Director shall not be counted in the quorum present in relation to a matter or resolution on which he is not entitled to vote but shall be counted in the quorum present in relation to all other matters or resolutions considered or voted on at the meeting. An alternate Director who is not himself a Director shall, if his appointor is not present, be counted in the quorum.

Questions arising at a meeting of the Directors shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.

6.15 ***Restrictions on voting***

Subject to any other provision of the Articles, a Director shall not vote at a meeting of the Directors on any resolution concerning a matter in which he has, directly or indirectly, a material interest (other than an interest in shares, debentures or other securities of, or otherwise in or through, the Company) unless his interest arises only because the case falls within certain limited categories specified in the Articles.

6.16 ***Directors' interests***

Subject to the provisions of the Companies Act and provided that the Director has disclosed to the other Directors the nature and extent of any material interest of his, a Director, notwithstanding his office, may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested and may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is interested.

6.17 ***Indemnity***

Subject to the provisions of the Companies Act, the Company may indemnify any person who is a Director, secretary or other officer (other than an auditor) of the Company, against (a) any liability whether in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company or any associated company or (b) any other liability incurred by or attaching to him in the actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office; and purchase and maintain insurance for any person who is a Director, secretary, or other officer (other than an auditor) of the Company in relation to anything done or omitted to be done or alleged to have been done or omitted to be done as Director, secretary or officer.

6.18 ***General meetings***

In the case of the annual general meeting, twenty-one clear days' notice at the least shall be given to all the members and to the auditors. All other general meetings shall also be convened by not less than twenty-one clear days' notice to all those members and to the auditors unless the Company offers members an electronic voting facility and a special resolution reducing the period of notice to not less than fourteen clear days has been passed in which case a general meeting may be convened by not less than fourteen clear days' notice in writing.

No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a shareholder or a proxy for a shareholder or a duly authorised representative of a corporation which is a shareholder (including for this purpose two persons who are proxies or corporate representatives of the same shareholder), shall be a quorum.

A shareholder is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at a meeting of the Company. A shareholder may appoint more than one proxy in relation to a meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. Subject to the provisions of the Companies Act, any corporation (other than the Company itself) which is a shareholder may, by resolution of its directors or other governing body, authorise such person(s) to act as its representative(s) at any meeting of the Company, or at any separate meeting of the holders of any class of shares.

Delivery of an appointment of proxy shall not preclude a shareholder from attending and voting at the meeting or at any adjournment of it.

Directors may attend and speak at general meetings and at any separate meeting of the holders of any class of shares, whether or not they are shareholders.

General meetings may be held partly (but not wholly) by means of electronic facilities.

A resolution put to the vote at a general meeting held partly by means of electronic facility or facilities shall be decided on a poll, otherwise a resolution put to the vote at a meeting shall be decided on a show of hands unless a poll is demanded. A poll on a resolution may be demanded at a general meeting either before a vote on a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared. A poll may be demanded by the Chair or by: (a) not less than two members having the right to vote at the meeting; or (b) a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or (c) a member or members holding shares conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

6.19 ***REIT provisions***

A summary of the REIT provisions included in the Articles is set out in paragraph 3 of Part 7 (*REIT status and taxation*) of this document.

7. UK City Code on Takeovers and Acquisitions

The Takeover Code applies to the Company.

Given the existence of certain buyback powers available to the Company, there are certain considerations that Shareholders should be aware of with regard to the Takeover Code.

Under Rule 9 of the Takeover Code, any person who acquires shares which, taken together with shares already held by him or shares held or acquired by persons acting in concert with him, carry 30 per cent. or more of the voting rights of a company which is subject to the Takeover Code, is normally required to make a general offer to all the remaining shareholders to acquire their shares. Similarly, when any person or persons acting in concert already hold more than 30 per cent. but not more than 50 per cent. of the voting rights of such company, a general offer will normally be required if any further shares increasing that person's percentage of voting rights are acquired.

Under Rule 37 of the Takeover Code when a company purchases its own voting shares, a resulting increase in the percentage of voting rights carried by the shareholdings of any person or group of persons acting in concert will be treated as an acquisition for the purposes of Rule 9 of the Takeover Code. A shareholder who is neither a director nor acting in concert with a Director will not normally incur an obligation to make an offer under Rule 9 of the Takeover Code in these circumstances.

However, under note 2 to Rule 37 of the Takeover Code where a shareholder has acquired shares at a time when he had reason to believe that a purchase by the company of its own voting shares would take place, then an obligation to make a mandatory bid under Rule 9 of the Takeover Code may arise.

The buyback powers could have implications under Rule 9 of the Takeover Code for Shareholders with significant shareholdings. The buyback powers should enable the Company to anticipate the possibility of such a situation arising. Prior to the Board implementing any share buyback the Board will seek to identify any Shareholders who they are aware may be deemed to be acting in concert under note 1 of Rule 37 of the Takeover Code and will seek an appropriate waiver in accordance with note 3 of Rule 37. However, neither the Company nor any of the Directors will incur any liability to any Shareholder(s) if they fail to identify the possibility of a mandatory offer arising or, if having identified such a possibility, they fail to notify the relevant Shareholder(s) or if the relevant Shareholder(s) fail(s) to take appropriate action.

If an offer is made for the shares or any class of shares in the capital of a company and if, within 4 months after the date of such offer, the offer is approved by shareholders comprising 90 per cent. in value of the shares affected (excluding any shares held as treasury shares) then the offeror may, within 2 months after the expiration of those 4 months, send an acquisition notice to any dissenting shareholders informing them that it wishes to acquire their shares (an "**Acquisition Notice**"). Where an Acquisition Notice is given, the offeror is then entitled and bound to acquire those shares on the terms on which the original offer, approved by the shareholders comprising 90 per cent. in value of the shares affected, was made.

8. Related party transactions

Details of the related party transactions (which for these purposes are those set out in IFRS) that the Company has entered into during the financial year ended 31 March 2024 are incorporated into this document by reference to the 2024 Annual Report and Accounts, as described in Part 9 (*Documents Incorporated by Reference*) of this document.

During the period from 31 March 2024 to the Last Practicable Date, the Company has entered into the following related party transactions:

8.1 The Company was invoiced c. £755,000 in professional legal fees by CMS Cameron McKenna Nabarro Olswang LLP for property services at commercial market rates. Allan Lockhart, Chief Executive Officer of NewRiver, has a personal relationship with one of the Partners at CMS who, along with other Partners, provides these legal services;

8.2 The Group received £47,500 in dividends from associates;

8.3 Management fees are charged to associates for asset management, investment advisory, project management and accounting services. Total fees charged were c. £172,000 (excluding VAT). An amount of c. £76,000 (excluding VAT) was due to the Group relating to management fees; and

8.4 The Group has recognised c. £77,000 of interest from associates and the amount owing to the Group was c. £77,000.

References to "*associates*" in this paragraph 8 means an entity in which the NewRiver Group holds an interest and is significantly influenced by the NewRiver Group.

9. Working capital

The Company is of the opinion that, having regard to the existing bank and other facilities available to the NewRiver Group, the working capital of the NewRiver Group is sufficient for its present requirements, that is, for at least the next 12 months from the date of this document.

10. Material contracts of NewRiver

The following contracts (not being contracts entered into in the ordinary course of business) have been entered into by the Company or a member of the NewRiver Group: (a) within the two years immediately preceding the date of this document; or (b) at any time, and contain provisions under which the Company or a member of the NewRiver Group has an obligation or entitlement which is, or may be, material to the NewRiver Group as at the date of this document:

10.1 *Placing Agreement*

NewRiver and the Joint Brokers entered into the Placing Agreement on 18 September 2024 in connection with the Placing, pursuant to which, each Joint Broker severally agreed, subject to certain conditions, to use their respective reasonable endeavours, to procure placees for the Placing Shares at the Placing Price.

The Placing Agreement contains certain customary warranties from NewRiver in favour of the Joint Brokers in relation to, *inter alia*, certain matters relating to NewRiver and its business. In addition, NewRiver agreed to indemnify the Joint Brokers in relation to certain liabilities any of them and/or their respective affiliates may incur in respect of the Placing.

10.2 *Sponsor Agreement*

NewRiver and Panmure Liberum entered into the Sponsor Agreement on 21 October 2024, pursuant to which Panmure Liberum agreed to act as sole sponsor to NewRiver for the purposes of the UK Listing Rules in connection with the applications for Admission and the publication of the Prospectus for the purposes of the Acquisition and Admission.

Under the terms of the Sponsor Agreement, NewRiver has given certain customary warranties and undertakings to Panmure Liberum including, amongst others, warranties in relation to information contained in this document. NewRiver agreed to provide Panmure Liberum with certain customary indemnities pursuant to the terms of the Sponsor Agreement. The indemnities provided by NewRiver indemnify Panmure Liberum against certain liabilities including, in respect of the accuracy of the information contained in this document, losses arising from a breach of the Sponsor Agreement and in respect of certain other losses suffered or incurred in connection with the Proposals. In addition, the Sponsor Agreement provides that Panmure Liberum may, in its absolute discretion terminate the Sponsor

Agreement before Admission in certain specified circumstances which are customary for an agreement of this nature.

10.3 ***Capital & Regional Confidentiality Agreement***

On 4 June 2024 NewRiver and Capital & Regional entered into a confidentiality agreement (the "**Capital & Regional Confidentiality Agreement**"), pursuant to which NewRiver has agreed that it will, and that it will procure that each of its connected persons will, subject to certain exceptions: (a) keep confidential information relating to Capital & Regional confidential and take reasonable precautions to safeguard accordingly; (b) use the confidential information only for the purpose of evaluating, negotiating, advising upon or implementing the Acquisition; and (c) not disclose, distribute or make available any of the confidential information (or allow any other person to do the same). These confidentiality obligations will remain in force until the earlier of 24 months from the 4 June 2024 and completion of the Acquisition.

The Confidentiality Agreement includes standstill obligations which restrict NewRiver and its connected persons from, among other things, acquiring or offering to acquire any direct or indirect interest in any securities of the other party, and from entering into an agreement, arrangement or understanding which may result in any person acquiring a direct or indirect interest in any securities of the other party, without the prior written consent of the other party for a period of 9 months from the date of the agreement (except for the purposes of implementing the Acquisition). The standstill restrictions referred to in this paragraph ceased to apply on the making of the Acquisition Announcement.

The Capital & Regional Confidentiality Agreement also contains non-solicitation provisions preventing NewRiver and its group undertakings from soliciting the employees of the other party or its investment manager for a period of 12 months from the date of the agreement.

The Capital & Regional Confidentiality Agreement is governed by English law.

10.4 ***NewRiver Confidentiality Agreement***

On 25 June 2024, NewRiver and Capital & Regional entered into a confidentiality agreement in relation to the Acquisition (the "**NewRiver Confidentiality Agreement**"), pursuant to which, amongst other things, Capital & Regional gave certain undertakings in favour of NewRiver to: (a) subject to certain exceptions, keep information relating to NewRiver and the Acquisition confidential and not to disclose it to third parties; and (b) use such confidential information only in connection with the Acquisition. These confidentiality obligations will remain in force until the earlier of 24 months from 25 June 2024 and completion of the Acquisition. In the NewRiver Confidentiality Agreement, Capital & Regional has also provided certain customary standstill undertakings in relation to it and its concert parties. The NewRiver Confidentiality Agreement is governed by English law.

10.5 ***Co-operation Agreement***

On 24 September 2024, NewRiver and Capital & Regional entered into the Co-operation Agreement in relation to the Acquisition, pursuant to which, amongst other things, NewRiver has agreed to provide Capital & Regional promptly with certain information as may be reasonably requested and is required for the Scheme Document, and Capital & Regional has agreed to provide NewRiver promptly with certain information as may be reasonably requested.

The Co-operation Agreement records the intention of NewRiver and Capital & Regional to implement the Acquisition by way of the Scheme, subject to NewRiver's right to switch to a Takeover Offer in certain circumstances. NewRiver and Capital & Regional have agreed to certain customary provisions if the Scheme should switch to a Takeover Offer.

The Co-operation Agreement also contains provisions that shall apply in respect of NewRiver Shareholders' and Capital & Regional Shareholders' dividend entitlements, directors' and officers' insurance and the Capital & Regional Share Plans, other incentive arrangements and other employee-related matters as well as provisions relating to co-operation and provision of assistance with respect to obtaining any required regulatory clearances necessary to complete the Acquisition.

The Co-operation Agreement shall be terminated with immediate effect:

- if NewRiver and Capital & Regional so agree in writing;
- upon service of notice by NewRiver to Capital & Regional if the Capital & Regional Directors change their recommendation in respect of the Acquisition;
- upon service of written notice by either NewRiver or Capital & Regional to the other if: (i) a competing offer becomes effective or is declared or becomes unconditional; (ii) the Acquisition is withdrawn, terminates or lapses in accordance with its terms; (iii) prior to the Long-Stop Date, a Condition which either (a) is not capable of being waived, or (b) NewRiver has confirmed it will not waive, notwithstanding that such Condition is capable of being waived, becomes incapable of satisfaction by the Long-Stop Date in circumstances where invocation of the relevant Condition is permitted by the Takeover Panel; (iv) the Scheme is not approved at the Court Meeting, the resolutions to be proposed at the Capital & Regional General Meeting are not passed or the Court refuses to sanction the Scheme; (v) the Resolutions are not passed at the NewRiver General Meeting; or (vi) unless otherwise agreed by NewRiver and Capital & Regional in writing or required by the Takeover Panel, the Effective Date has not occurred by the Long Stop Date; or
- upon service of notice by Capital & Regional to NewRiver if the NewRiver Directors change their recommendation in respect of the Acquisition.

10.6 ***Trust Deed***

The trust deed dated 7 March 2018 between NewRiver and HSBC Corporate Trustee Company (UK) Limited (the “**Trustee**”) outlines the terms and conditions for the issuance of the £300,000,000 3.500 per cent. bonds due 2028 (the “**Bonds**”) and includes indemnities in favour of the Trustee and holders of the Bonds (“**Bondholders**”) against certain losses (the “**Trust Deed**”). The Trust Deed also sets out certain instances where the Trustee may exercise its powers, such as: enforcing the terms of the Trust Deed if NewRiver defaults (subject to being indemnified by Bondholders); seeking advice, delegating duties, and relying on certificates and opinions; and waiving defaults if it believes Bondholders’ interests are not materially prejudiced. The Trustee can agree to minor modifications or substitutions of NewRiver without Bondholders’ consent, provided Bondholders’ interests are not materially prejudiced.

The Bonds were issued on 7 March 2018 and constitute direct, general, unconditional and unsecured obligations of NewRiver, and shall at all times rank *pari passu* and without any preference among themselves. The Bonds were admitted to the Irish Stock Exchange (ISE) for listing on the Official List and trading on the Global Exchange Market. Interest on the Bonds is payable annually in arrears on 7 March in each year, commencing on 7 March 2019. Subsidiaries of NewRiver may provide guarantees under certain conditions. Guarantors can be released if they no longer provide guarantees under the Revolving Loan Facility. NewRiver and its subsidiaries are restricted from creating or having outstanding any security interest over their assets to secure any other indebtedness without providing the same security for the Bonds. The Bonds are also supported by a number of financial covenants including requiring the net debt to property value not to exceed 65 per cent., interest cover must be at least 1.50:1, and priority debt must not exceed 0.20:1. The financial covenants are tested on 31 March and 30 September. Prior to the final redemption on 7 March 2028, the Issuer may redeem the Bonds early at the “Make Whole Redemption Price”, being the higher of (i) the principal amount of the Bond and (ii) the principal amount of such Bond multiplied by the gross redemption yield amount notified by a financial adviser or bank independent to NewRiver, or at their principal amount on or after 7 December 2027, or if the Issuer is obliged to pay additional amounts as a result of a change in tax laws. The Bondholders may require NewRiver to redeem the Bonds prior to the final maturity date if a change of control event occurs. An event of default under the Bonds arises for: non-payment of principal or interest on the Bonds within 14 days, a breach of obligations which is not remedied within 30 days, any cross-default on NewRiver’s other indebtedness exceeding £10,000,000, and/or in the event of insolvency or winding-up of NewRiver or any material subsidiary.

10.7 ***Revolving Credit Facility***

NewRiver REIT PLC (the "**Borrower**") has a sterling revolving credit facility (the "**RCF**") with Barclays Bank PLC, HSBC UK Bank plc, National Westminster Bank Plc and Santander UK plc (the "**Lenders**") originally dated 9 August 2017 (as amended pursuant to amendment and restatement agreements dated 20 February 2018, 21 October 2021 and 14 November 2023). The termination date of the RCF is 14 November 2026 (which may at the discretion of the Lenders be extended by up to two years). The RCF is unsecured.

The margin is linked to the loan to value ratio, such that it increases where the loan to value ratio increases, with a commitment fee being payable at an agreed percentage of margin on any undrawn amounts of the available facility under the RCF.

The total commitment of the Lenders under the RCF is £100,000,000 and is currently undrawn. The facilities may be drawn and applied towards the general corporate purposes of the Group. The loans made pursuant to the RCF are repayable in full on the termination date.

The RCF contains certain financial covenants, restrictions and other customary affirmative and negative covenants. The financial covenants in the RCF require the interest cover for each period of twelve months, ending on or about the last day of the financial year and each period of twelve months ending on or about the last day of each financial quarter to be at least 1:75:1 at all times, the ratio of net debt to property value must not exceed 60 per cent. at any time, the ratio of unencumbered asset property value to unsecured debt must be at least 1.67:1 at all times and priority debt must not exceed 0.20:1 at any time.

The RCF contains an ability for the Borrower to cure (the "**Prepayment Cure**") any breach of the interest cover covenant, loan to value ratio and the ratio of unencumbered asset property value to unsecured debt by prepaying the loans within 20 business days of the Borrower's notice to the Agent that it intends to cure any such breach (the "**Cure Period**"). The RCF contains an ability for the Borrowers to cure any breach of the priority debt covenant by prepaying prepay any item or items of secured debt and/or subsidiary indebtedness (as applicable) within the Cure Period ("**Priority Debt Cure**"). The Cure Period may be extended from 20 business days to 45 business days in the event that the Borrower has announced to the market that it has launched a rights issue in respect of its shares within the originally applicable Cure Period. The Prepayment Cure or the Priority Debt Cure cannot be used in respect of two consecutive interest periods or more than two times during the period ending on the original termination date, three times if the facility extended by one year and four times if the facility is extended by two years.

The RCF contains an obligation on the Borrower to ensure that the notional amount under any hedging agreements do not exceed 120 per cent. of the median drawn amount under the facility over the immediately preceding six month period and 100 per cent. of the total commitments. Restrictions include limitations on the ability of the Borrowers to assign or transfer its obligations, rights or benefits under the RCF and to consolidate, merge or otherwise change business type. There are also restrictions around the making of certain acquisitions and disposals.

If any person or group of persons acting in concert gains control of the Borrower, this may, at the election of the Agent by not less than 15 business days' notice to the Borrower, result in a mandatory prepayment event.

A Lender may assign any of its rights or transfer by novation any of its rights and obligations in relation to the RCF to another bank or financial institution or to a trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets and has confirmed that it has the operational capabilities to make payments in respect of such facility.

As at the most recent date of a delivery of a compliance certificate under the RCF, the Borrower was in compliance with the above covenants and restrictions. The RCF is governed by English law.

10.8 ***Share Purchase Agreement for the entire issued share capital of Ellandi Management Limited***

On 3 July 2024 a sale and purchase agreement was entered into between (1) NewRiver's subsidiary, NewRiver (UK) Limited; (2) Mark Andrew Robinson; (3) Morgan Garfield (together with Mark Andrew Robinson, the "**Sellers**"); and (4) NewRiver (as guarantor) for the entire issued share capital of Ellandi Management Limited ("**Ellandi**"). The consideration payable by NewRiver (UK) Limited for the acquisition of the shares in Ellandi was £5 million in cash on completion, subject to completion accounts adjustments, with additional cash consideration of up to £3.2 million payable by 30 June 2027, subject to certain performance related conditions, together with further deferred bonus payments of up to £0.8m in aggregate to certain employees. The sale and purchase agreement contained warranties and indemnities given by the Sellers to the NewRiver Group, that are customary for a transaction of this nature.

11. Material contracts of Capital & Regional

The following contracts (not being contracts entered into in the ordinary course of business) have been entered into by Capital & Regional or a member of the Capital & Regional Group: (a) within the two years immediately preceding the date of this document; or (b) at any time, and contain provisions under which Capital & Regional or a member of the Capital & Regional Group has an obligation or entitlement which is, or may be, material to the Capital & Regional Group as at the date of this document:

11.1 ***Capital & Regional Confidentiality Agreement***

Please see paragraph 10.3 above for details of the Confidentiality Agreement between NewRiver and Capital & Regional.

11.2 ***NewRiver Confidentiality Agreement***

Please see paragraph 10.4 above for details of the Confidentiality Agreement between NewRiver and Capital & Regional.

11.3 ***Co-operation Agreement***

Please see paragraph 10.5 above for details of the Co-operation Agreement between NewRiver and Capital & Regional.

11.4 ***Sponsor and Open Offer Agreement***

Capital & Regional entered into a sponsor and open offer agreement dated 10 August 2023 with Panmure Gordon (UK) Limited and Numis Securities Limited relating to a capital raising pursuant to which Panmure Gordon (UK) Limited agreed to act as sole sponsor for Capital & Regional for the purposes of the UK Listing Rules, in each case in respect of such capital raising (the **"Sponsor and Open Offer Agreement**").

Under the terms of the Sponsor and Open Offer Agreement, Capital & Regional gave certain customary warranties and undertakings to Panmure Gordon (UK) Limited and Numis Securities Limited including, amongst others, warranties in relation to the business, the accounting records and the legal compliance of Capital & Regional and in relation to information contained in the prospectus dated 10 August 2023 and published by Capital & Regional in connection with the capital raising noted immediately above (the "**Gyle Prospectus**").

Capital & Regional also agreed to provide Panmure Gordon (UK) Limited and Numis Securities Limited with certain customary indemnities pursuant to the terms of the Sponsor and Open Offer Agreement. The indemnities provided by Capital & Regional indemnify Panmure Gordon (UK) Limited and Numis Securities Limited against certain liabilities including in respect of the accuracy of the information contained in the Gyle Prospectus, losses arising from a breach of the Sponsor and Open Offer Agreement and in respect of certain other losses suffered or incurred in connection with the transaction. The liability of Capital & Regional under the Sponsor and Open Offer Agreement is not limited in time or amount.

11.5 ***Underwriting Agreement***

On 10 August 2023, Capital & Regional entered into an underwriting agreement with Growthpoint (the "**Underwriting Agreement**") in connection with the open offer that part funded the acquisition of The Gyle Shopping Centre, as summarised in paragraph 11.11 below. Subject to the terms and conditions of the Underwriting Agreement, Growthpoint agreed to subscribe in cash for Growthpoint's full open offer entitlements. Growthpoint also agreed to underwrite the capital raising by subscribing for such number of open offer shares as were not taken up by qualifying shareholders under the open offer.

No fee was or is payable by Capital & Regional to Growthpoint under the terms of the Underwriting Agreement in connection with the underwriting of the Open Offer by Growthpoint.

11.6 ***Sale Agreement – The Mall, Luton***

On 16 March 2023 the Capital & Regional Group completed the sale of its interest in The Mall, Luton shopping centre and its corporate ownership structure to SDI (Luton) Limited and SDI (Luton 2) Limited for cash consideration of £58 million (the "**Luton Sale Agreement**"). The disposal followed a sale process undertaken with the consent of the secured lender on the related loan facility. The Capital & Regional Group had previously deconsolidated its interest in The Mall, Luton meaning the transaction did not result in any profit or loss on disposal to the Capital & Regional Group. In addition, the Capital & Regional Group's involvement as property and asset manager in relation to The Mall, Luton also ceased with effect from 16 March 2023. The Luton Sale Agreement contains warranties that are customary for a transaction of this nature. The maximum liability of Capital & Regional in respect of all insured warranty claims does not exceed an amount of £1, and the buyers have recourse in respect of a warranty claim pursuant to their warranty and indemnity insurance policy taken out in connection with the Luton Sale Agreement.

11.7 ***Sale Agreement – The Mall, Blackburn***

On 23 May 2022 the Group exchanged contracts for the sale of The Mall, Blackburn to the retail arm of the Adhan Group of Companies for cash consideration of £40 million (the "**Blackburn Sale Agreement**"). The sale was conditional on local authority freeholder consent, and completion of the sale took place on 9 August 2022. The Blackburn Sale Agreement contains indemnities that are customary for a transaction of this nature.

11.8 ***Amendment and Restatement of Mall Asset Facility Agreement***

On 13 October 2021, certain members of the Capital & Regional Group entered into binding agreements with RBS (in its capacity as Facility B Lender under the Mall Asset Facility Agreement), NatWest (in its capacity as hedging counterparty under the Mall Asset Facility Agreement) and Teachers Insurance Annuity Association of America ("**TIAA**") (in its capacity as Facility A Lender under the Mall Asset Facility Agreement), pursuant to which, among other things:

- Capital & Regional Holdings Limited ("**Capital & Regional Holdings**") acquired £100 million of RBS's Facility B commitments under the Mall Asset Facility Agreement (the "RBS Commitments") for £81 million;
- following the acquisition of Capital & Regional Holdings of the RBS Commitments, Capital & Regional Holdings sold and TIAA acquired £35 million of Facility B commitments under the Mall Asset Facility Agreement (the "**TIAA Facility B**") for £35 million;
- the remainder of the Facility B commitments held by Capital & Regional Holdings being the "**Capital & Regional Facility B**"; and
- the hedging arrangements with NatWest under and in connection with the Mall Asset Facility Agreement were terminated for consideration equal to 81 per cent. of the par termination cost on the date of such termination.

The Capital & Regional Group also contracted with TIAA to amend and restate the Mall Asset Facility, details of which are set out in paragraph 11.9 below.

11.9 *Mall Asset Facility Agreement*

On 13 October 2021, the Mall LP, as borrower, the Mall General Partner (the "**General Partner**"), subsidiaries of the Mall LP ("**Nominees**"), TIAA and, among others, CBRE Loan Services ("**CBRE**") as agent and security agent entered into an amendment and restatement agreement ("**Mall ARA**") amending the terms of the sterling facility agreement originally dated 4 January 2017 (the "**Original Mall Facility Agreement**") entered into between, among others, the Mall LP, as borrower, the General Partner, the Nominees, TIAA and The Royal Bank of Scotland plc ("**RBS**") as lenders and CBRE as agent and security agent (the Original Mall Facility Agreement as amended by the Mall ARA, being the "**Mall Asset Facility Agreement**"). Under the Original Mall Facility Agreement, the facility named 'A' ("**Facility A**") made available an aggregate amount equal to £165 million and, subject to any agreed increase, the facility named 'B' ("**Facility B**") made available a further amount equal to £100 million.

The General Partner and the Nominees (together the "**Guarantors**") guaranteed punctual performance and undertook to pay on demand in the event of any non-payment by the obligors. The Guarantors also provided an indemnity against any cost, loss or liability incurred as a result of an obligor not paying any amount due to unenforceability, invalidity or illegality which would, but for such unenforceability, invalidity or illegality, have been payable.

The principal amount currently outstanding under Facility A is £140 million. There are no further commitments available to be drawn by Mall LP under the Mall Asset Facility Agreement. The sole lender in respect of Facility B is now Capital & Regional Holdings Limited, a subsidiary of the Company and until all amounts owed in respect of the liabilities other than Facility B in relation to the Mall Asset Facility Agreement are paid, Capital & Regional Holdings Limited is disenfranchised from lender voting matters and the debt owed to them is subordinated to the debt owed to the other lenders and finance parties. The principal amount currently outstanding under Facility B is £40 million.

Interest is charged on each Facility A loan for each interest period at the percentage rate per annum which is the aggregate of 2.175 per cent. per annum and the rate agreed between TIAA and the Mall LP by reference to the UK swap rate based on a floating rate to fixed rate swap for 100 per cent. of the relevant Facility A loan. This results in a fixed interest rate of 3.45 per cent. If the termination date in respect of Facility A is extended pursuant to the provisions in the Mall Facility Agreement, then the interest rate will be the higher of such rate and the aggregate of 2.175 per cent. plus 0.75 per cent. and compounded SONIA. Interest is charged on the intercompany Facility B loan for each interest period at the percentage rate per annum which is the aggregate of 6 per cent. and compounded SONIA. If amounts are not paid when they are due, interest shall accrue on the overdue amount from the due date up to the date of actual payment at a rate which is two per cent. per annum higher than the rate which would have been payable if the overdue amount had, during the period of non-payment, constituted a loan in the currency of the overdue amount for successive interest periods. Interest in respect of the intercompany Facility B loan is subject to a "pay if you can" mechanic and is otherwise capitalised.

The termination date in respect of Facility A is, 22 January 2027, or if the extension option is utilised, 22 January 2028. The termination date in respect of Facility B is, 22 January 2027, or if the extension option is utilised, 22 January 2028.

A number of events would lead to prepayment, including but not limited to, illegality and change of control (where the Company, as the sponsor, ceases to be the owner of at least 51 per cent. of the limited partnership interests in the Mall LP and at least 51 per cent. of the shares in the General Partner, or the Company ceases to control, as defined in sections 450 and 451 of the CTA 2010, each of the Mall LP and the General Partner).

The Mall Asset Facility Agreement contains various representations, warranties and covenants given by the Mall LP. The financial covenants (excluding any cash-trap as described below, the "**Mall Financial Covenants**"), which have cure rights which may be exercised within twenty business days of delivery of the compliance certificate showing a breach, are from the date falling 24 months from the 12 November 2021:

- historical interest cover, meaning historical net rental income as a percentage of historical finance costs, must be not less than 175 per cent.;

- projected interest cover, calculated on the basis of the projected net rental income, must be not less than 150 per cent.; and
- LTV proportion must not exceed 70 per cent.

The cash trap is set at:

- LTV not to exceed 65 per cent.;
- historical interest cover must not be less than 200 per cent.;
- project interest cover must not be less than 175 per cent.

The events of default include, but are not limited to, non-payment, which allows for a grace period of 3 Business Days in certain circumstances, breach of a Mall Financial Covenant, unless cured as permitted under the agreement, breach of any other provision which is either not capable of remedy or not remedied within 15 Business Days of either CBRE giving notice or the Mall LP becoming aware of the failure, misrepresentation, cross default, insolvency, insolvency proceedings, creditors' process, cessation of business (except as a result of a disposal allowed under the agreement), unlawfulness and invalidity, repudiation and rescission of agreements, compulsory purchase of any property, major damage to any part of any property, material adverse change, forfeiture in respect of a headlease and the General Partner ceasing to be the sole general partner in the Mall LP and a Nominee ceasing to be a wholly-owned subsidiary of another obligor. On and at any time after the occurrence of an event of default which is continuing CBRE may by notice to the Mall LP cancel the facility and require immediate repayment with accrued interest and all other amounts accrued or outstanding.

11.10 ***Ilford Facility Agreement***

On 8 March 2024, C&R Ilford Limited Partnership, as borrower, C&R Ilford Nominee 1 Limited, C&R Ilford Nominee 2 Limited and C&R Ilford (General Partner) Limited (the "**Guarantors**"), and Dekabank Deutsche Girozentrale ("**Deka**"), as arranger, agent and security agent, among others, entered into an amendment and restatement agreement (the "**Ilford ARA**") amending and restating the terms of a £39 million facility agreement originally dated 3 March 2017 (the "**Original Ilford Facility Agreement**", and the Original Ilford Facility Agreement as amended and restated by the Ilford ARA being, the "**Ilford Facility Agreement**") between, among others, the parties to the Ilford Facility Agreement, the C&R Limited Partnership, as borrower, the Guarantors and Deka which financed the acquisition of the Exchange, Ilford. The principal amount currently outstanding under the Ilford Facility Agreement remains £39 million. The Ilford Facility Agreement will be repaid in full on Completion.

C&R Limited Partnership has agreed to maintain hedging agreements being in respect of any interest rate caps not less than 100 per cent. of the aggregate amount of the loans outstanding from time to time, or in respect of any swap hedging agreement(s) not more than 100 per cent. of the aggregate amount of the loans outstanding as at the date such agreement(s) are entered into, which may only be terminated in specific circumstances without the consent of Deka, as agent. Such a hedging agreement was originally agreed under the terms of a 2002 ISDA Master Agreement (including its schedules and confirmations) entered into between Deka and the C&R Ilford Limited Partnership on 8 March 2017, with a notional amount of £39 million. The original hedging instrument expired in March 2024 and a new Interest Rate Cap was entered into between C&R Ilford Limited Partnership and Deka effective from 8 March 2024 with a notional amount of £39 million.

11.11 ***The Gyle Acquisition Agreement***

On 10 August 2023, Capital & Regional's subsidiary, C&R Retail 1 Limited, exchanged contracts with The Gyle Shopping Centre Trustee Limited (as Trustee of The Gyle Shopping Centre Unit Trust) (the "**Seller**"), for the acquisition of the shopping centre located at South Gyle Broadway, Edinburgh EH12 9JY in consideration for the payment of £40 million in cash on completion (conditional upon completion of the capital raising) (the "**Acquisition Agreement**"). A non-refundable deposit of approximately £1 million (the "**Deposit**") was paid on 10 August 2023. The final payment due to the Seller on completion of the Acquisition Agreement was the purchase price less the Deposit, being approximately £39 million, subject to certain adjustments relating to the property that are customary for a transaction of this nature.

The Acquisition Agreement contained indemnities from C&R Retail 1 Limited to the Seller that are customary for a transaction of this nature. The acquisition completed on 6 September 2023.

11.12 ***The Gyle Facility Agreement***

On 10 August 2023 C&R Retail 1 Limited (as borrower) ("**C&R 1**") and its holding company Capital & Regional (UK Retail) Limited ("**C&R UK Retail**") (each subsidiaries of Capital & Regional) (as parent and guarantor and together with C&R 1, the "**Obligors**") entered into a £16 million facility agreement (the "**Gyle Facility Agreement**") with Morgan Stanley Principal Funding, Inc. and Bawag P.S.K. für arbeit und wirtschaft und Österrieichische Postsparkasse Aktiengesellschaft as arrangers and as lenders and Mount Street Mortgage Servicing Limited ("**Mount Street**") as agent and security agent. The principal amount outstanding under the Gyle Facility Agreement is £16 million. The Gyle Facility Agreement will be repaid in full on Completion.

11.13 ***Hemel Facility Agreement***

On 30 June 2022 Marlowes Hemel Limited ("**MHL**") entered into a £4,000,000 facility agreement (the "**Hemel Facility Agreement**") as borrower, with BC Mortgage Services Asia Limited as mandated lead arranger, BC Mortgage Services Asia Limited as lender (the "Original Lender"), Intertrust Management Ireland Limited as agent ("**IMIL**") and Intertrust Trustees Limited ("**ITL**") as security trustee.

Pursuant to the Hemel Facility Agreement, the Original Lender made available to MHL a sterling term loan facility (the "**Hemel Facility**") of £4,000,000. The principal amount currently outstanding under the Hemel Facility is £4,000,000.

On 23 February 2024, MHL entered into a waiver and extension agreement (the "**February 2024 Waiver Letter**") with respect to the Hemel Facility Agreement, as borrower, with IMIL as agent and ITL as security agent. The Hemel Facility Agreement will be repaid in full on Completion.

12. Quantified Financial Benefits Statement

Paragraph 5 of Part 1 (*Letter from the Chair*) of this document contains statements of estimated cost savings and synergies expected to arise from the Acquisition (together, the "**Quantified Financial Benefits Statement**").

A copy of the Quantified Financial Benefits Statement is set out below:

The NewRiver Directors, having undertaken a review and analysis of the potential cost savings of the Combined Group, as well as taking into account factors they can influence, believe the Combined Group could deliver shareholder value through the expected realisation of approximately £7.3 million of gross pre-tax run-rate recurring annual cost synergies. These are expected to be realised primarily from consolidation of:

- board, senior management, central and support functions and savings related to Capital & Regional's status as a publicly traded company (which will no longer be required on a standalone basis), together with third party support, including professional advisory fees, which is expected to contribute approximately 85 per cent. (approximately £6.2 million) of the gross pre-tax run-rate recurring annual cost synergies; and
- head office and other operating infrastructure such as technology and IT, which is expected to contribute approximately 15 per cent. (approximately £1.1 million) of the gross pre-tax run-rate recurring annual cost synergies.

Potential areas of dis-synergy have been considered by the NewRiver Directors, with the principal area of dis-synergy being income generated from property management services (equating to approximately £1.1 million per annum), which is assumed to cease on completion of the Acquisition because Capital & Regional provides these services to tenants, but NewRiver intends to align this approach with its existing portfolio whereby these services are provided by a third party specialist.

Potential cost savings associated with the outsourcing of these services have been reflected in the expected net pre-tax run-rate recurring annual cost synergy figure.

Accordingly, the NewRiver Directors believe that the Combined Group could deliver approximately £6.2 million of net pre-tax run-rate recurring annual cost synergies.

The majority of the above cost synergies are expected to be effective shortly following completion of the Acquisition and it is expected that the full benefit of the synergies will be unlocked within 12 months of completion of the Acquisition on an annualised basis.

The identified cost savings are contingent on the completion of the Acquisition and would not be achieved by either NewRiver or Capital & Regional independently. The estimated cost synergies referred to above reflect both the beneficial elements and the relevant costs.

The NewRiver Directors have considered one-off costs in connection with realising the expected cost synergies and estimated these to be approximately £2.9 million, which will predominantly be incurred in the first 12 months following completion. For the avoidance of doubt, this approximate £2.9 million is not factored into the £6.2 million of net pre-tax run-rate recurring annual cost synergies referred to above.

These statements relating to identified cost savings and estimated savings relate to future actions or circumstances which, by their nature, involve risks, uncertainties and contingencies. As a consequence, the identified synergies and estimated savings referred to may not be achieved, may be achieved later or sooner than estimated, or those achieved could be materially different from those estimated.

Bases of belief and principal assumptions

Following initial discussion regarding the Acquisition, senior NewRiver personnel, have worked to identify, challenge, and quantify potential synergies as well as the potential costs to achieve and timing of such synergies. The assessment and quantification of potential synergies have been informed by NewRiver management's industry expertise and knowledge.

In preparing the Quantified Financial Benefits Statement, Capital & Regional has shared certain operational and financial information to facilitate a detailed analysis in support of evaluating the potential synergies available from the creation of the Combined Group.

The NewRiver team has performed a bottom-up analysis of the costs included in the Capital & Regional financial information and has sought to include in the synergy analysis those costs which it believes will be either reduced or eliminated as part of the Combined Group.

The cost bases used as the basis for the quantified financial benefits exercise are the NewRiver full year expenses for the financial year ended 31 March 2024 and the Capital & Regional full year expenses for the year ended 30 December 2023. The NewRiver Directors have, in addition, made the following assumptions:

- The value of the Combined Group property portfolio remaining at or above the 30 June 2024 external valuation of £0.9 billion (based on the property valuation reports for NewRiver prepared by Knight Frank and Colliers, as set out in Parts A and B of Appendix 1 to this document and the property valuation report for Capital & Regional prepared by Knight Frank, as set out in Part C of Appendix 1 to this document.
- NewRiver retains its status as a UK-REIT.
- There will be no material impact on the underlying operations of either NewRiver or Capital & Regional or their ability to continue to conduct their businesses after the de-duplication and rationalisation of listing, administrative and operational expenses.
- There will be no material change to the make-up of the Combined Group's portfolio for the purposes of this analysis.
- There will be no material change to macroeconomic, political, regulatory or legal conditions in the markets or regions in which NewRiver and Capital & Regional operate that will materially impact on the implementation or costs to achieve the proposed cost savings.
- There will be no change in tax legislation or tax rates or other legislation in the UK that could materially impact the ability to achieve any benefits.

There will be no change in tax legislation or tax rates or other legislation in the UK that could materially impact the ability to achieve any benefits.

The NewRiver Directors have confirmed that the Quantified Financial Benefits Statement remains valid.

Reports

As required by Rule 28.1(a) of the Takeover Code, BDO, as reporting accountant to NewRiver, and Jefferies, as lead financial adviser to NewRiver, have provided the opinions and reports required under that Rule at the time of the Acquisition Announcement.

Notes

These statements are not intended as a profit forecast and should not be interpreted as such. These statements of estimated synergies relate to future actions and circumstances which, by their nature, involve risks, uncertainties and contingencies. As a result, the estimated synergies referred to may not be achieved, or may be achieved later or sooner than estimated, or those achieved could be materially different from those estimated. Neither the Quantified Financial Benefits Statement nor any other statement in this document should be construed as a profit forecast or interpreted to mean that NewRiver's earnings in the first full year following the Effective Date, or in any subsequent period, will necessarily match or be greater than or be less than those of NewRiver or Capital & Regional for the relevant preceding financial period or any other period.

Due to the scale of the Combined Group, there may be additional changes to the Combined Group's operations. As a result, and given the fact that the changes relate to the future, the resulting synergies may be materially greater or less than those estimated.

13. Litigation

13.1 There are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Company is aware) during the 12 months preceding the date of this document which may have, or have had in the recent past, a significant effect on the financial position or profitability of the Company and/or the NewRiver Group during the 12 months preceding the date of this document.

13.2 There are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Company is aware) during the 12 months preceding the date of this document which may have, or have had in the recent past, a significant effect on the financial position or profitability of Capital & Regional and/or the Capital & Regional Group during the 12 months preceding the date of this document.

14. Significant change

14.1 Save as disclosed below, there has been no significant change in the financial position or the financial performance of the NewRiver Group since 31 March 2024, being the date to which the latest audited financial information has been published.

14.2 The following significant changes in the financial position of the NewRiver Group have taken place since 31 March 2024:

14.2.1 ***Placing***

On 18 September 2024, the Company issued a total of 62,737,200 Ordinary Shares at an issue price of 80 pence per Ordinary Share, pursuant to the Placing, raising gross proceeds of £50.2 million.

14.2.2 ***Dividends***

A final dividend of 3.2 pence per NewRiver Share was declared on 21 June 2024 and was paid by NewRiver on 16 August 2024 in respect of the six month period ended 31 March 2024.

14.2.3 ***Acquisitions***

On 3 July 2024 NewRiver completed the acquisition of Ellandi Management Limited for an initial cash consideration of £5 million, with additional cash consideration of up to

£4 million subject to EBITDA performance, including realising savings through shared services, over a three year earn out period.

14.3 Save as disclosed below, there has been no significant change in the financial position or the financial performance of the Capital & Regional Group since 30 June 2024, being the date to which the latest financial information has been published.

14.4 The following significant change in both the financial position and the financial performance of the Capital & Regional Group has taken place since 30 June 2024:

14.4.1 the Capital & Regional Interim Dividend.

15. NewRiver Share Incentive Plans

NewRiver has adopted and operates the NewRiver Share Incentive Plans.

In practice, only the PSP and DBP are currently utilised although this may change in the future. The principal provisions of the NewRiver Share Incentive Plans, which apply to all options/awards made by NewRiver are as follows:

15.1 Provisions applicable to all the NewRiver Share Incentive Plans

The following provisions apply to each of the NewRiver Share Incentive Plans:

Grant

- The NewRiver Share Incentive Plans are administered by the Remuneration Committee.
- Options/awards may be granted under the NewRiver Share Incentive Plans during the period of 42 days commencing on: (a) the Dealing Day immediately following the date of the preliminary announcement of the Company's annual results or the announcement of its half-yearly results in any year; or (b) any other time fixed by the Remuneration Committee where, in its discretion, circumstances are considered to be exceptional so as to justify the grant of an option/award. If the grant of an option/award during the period described above would be prohibited by virtue of the Share Dealing Code, then such option/award may be granted during the period of 42 days commencing on the Dealing Day immediately following the date on which such prohibition shall cease to have effect.

Plan Limit

- No option/award may be granted under any NewRiver Share Incentive Plan if, as a result, the number of NewRiver Shares issued or issuable pursuant to options/awards granted during the previous 10 years under that plan or any other employees' share scheme, profit sharing scheme or employee share ownership plan adopted by the Company or any other member of the NewRiver Group would exceed 10 per cent. of the ordinary share capital of the Company in issue on that date.
- For the purposes of the limit set out above:
  - NewRiver Shares will only be counted as **"issued or issuable"** to the extent to which they have been issued (or there is an intention for them to be issued) by the Company for the purposes of the plan or any other employees' share scheme operated by the Company;
  - treasury shares that have been transferred or are to be transferred in order to satisfy the exercise of an option/award shall count towards the limit set out above; and
  - NewRiver Shares subject to options/awards that have lapsed or been surrendered shall not count to the limit set out above.

Exercise of Awards

- Options/awards may not be granted or exercised during any period prohibited under the Company's share dealing code.

- Where an option or award has been granted by the Company as a right to subscribe for NewRiver Shares, exercise of the relevant option or award may be satisfied by either the issue of NewRiver Shares, the transfer of NewRiver Shares held by an existing NewRiver Shareholder who has agreed to satisfy the exercise of the option or award or by the transfer of NewRiver Shares held in treasury.
- No option or award granted under the NewRiver Share Incentive Plans is capable of exercise more than 10 years after its date of grant and each such option/award will lapse on the 10th anniversary of its date of grant.
- Until an option or award is exercised, the option/award holder will have no voting or other rights in relation to the NewRiver Shares subject to such option/award.
- NewRiver Shares allotted pursuant to the exercise of an award or option will rank *pari passu* in all respects with the NewRiver Shares already in issue. NewRiver Shares transferred on the exercise of an award or option shall be transferred without the benefit of any rights attaching to the NewRiver Shares by reference to a record date preceding the date of that exercise.
- For so long as the NewRiver Shares are listed on the Official List, the Company will use its best endeavours to procure that the NewRiver Shares issued following exercise of an award or option granted under each of the NewRiver Share Incentive Plans are admitted to the Official List as soon as practicable after allotment.

Additional Terms

- Options or awards granted under the NewRiver Share Incentive Plans are not capable of transfer or assignment, except to the extent necessary to enable a personal representative to exercise following the death of an option/award holder.
- Benefits obtained under the NewRiver Share Incentive Plans are not pensionable.
- Each NewRiver Share Incentive Plan may be terminated at any time by resolution of the Board and shall in any event terminate on the 10th anniversary of adoption so that no further awards can be granted pursuant to the relevant plan. Termination shall not affect the outstanding rights of existing option/award holders.

Adjustment

- The number of NewRiver Shares under an option or award (except for those granted under the CSOP) may be adjusted by the Remuneration Committee in the event of any capitalisation issue or rights issue including (without limitation) any consolidation, subdivision or reduction of capital.

Amendment

- The rules of each NewRiver Share Incentive Plan which relate to:
    - the persons to whom NewRiver Shares are provided under the plan;
    - the limits on the number of NewRiver Shares which may be issued under the plan;
    - the maximum entitlement of any option/award holder;
    - the basis for determining an option/award holder's entitlement to NewRiver Shares or options/awards;
    - the basis for determining the adjustment of any option/award if there is a capitalisation issue, rights issue or open offer, sub-division or consolidation of shares or reduction of capital or any other variation of capital of the Company; and
    - these amendment provisions,

  cannot be amended to the advantage of any option/award holder or potential option/award holder without the prior approval of the Company in general meeting except for minor amendments to benefit the administration of the plan, to take account of any change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for option/award holders or any company in the NewRiver Group.

15.2 **The NewRiver Deferred Bonus Plan 2016**

Status of the DBP

Awards granted under the DBP ("**DBP Awards**") facilitate the deferral of a proportion of participating employees' annual bonuses into NewRiver Shares. DBP Awards take the form of options to acquire NewRiver Shares for nil consideration by way of transfer from the EBT.

The DBP is operated in conjunction with the EBT.

Eligibility

All employees (including executive directors of the NewRiver Board) of the Company and any of its subsidiaries may be granted DBP Awards.

Grant

The Remuneration Committee has absolute discretion to select the employees to whom DBP Awards may be granted. The number of NewRiver Shares which will be subject to a DBP Award will be calculated by reference to the gross value of the deferred element of the annual bonus to which the DBP Award relates and the market value of a NewRiver Share at such time.

Performance Target

DBP Awards will not be subject to any performance targets.

Dividends

If, at any time, a dividend or other cash distribution is paid by the Company in respect of its NewRiver Shares, the number of NewRiver Shares under each DBP Award then subsisting (and in respect of which the Vesting Date (as defined below) has not passed) shall be increased to reflect the value of the dividend, unless the Remuneration Committee determines to increase the number of NewRiver Shares under such DBP Award on another basis. The number of NewRiver Shares to be added to a DBP Award ("**Dividend Equivalent Shares**") shall equate to such number of NewRiver Shares as could have been purchased, at the share price prevailing on the date the dividend is paid, from an amount equal to the dividend paid on each NewRiver Share multiplied by the number of NewRiver Shares under the DBP Award.

To the extent that a DBP Award does not vest and become exercisable in relation to any NewRiver Shares, the DBP Award shall also cease to be exercisable in respect of a proportionate number of Dividend Equivalent Shares.

Dividend Equivalent Shares that have been issued and any Dividend Equivalent Shares that have been added to a DBP Award shall be taken into account for the purposes of applying the plan limit described above. Any potential right to receive Dividend Equivalent Shares in the future shall not, however, be taken into account.

Exercise of DBP Awards

A DBP Award may be exercised in the period immediately following a date ("**Vesting Date**") specified at the time of grant and ending 10 years after the date of grant (unless another period is determined by the Remuneration Committee at grant), provided that the DBP Award holder is still an employee within the NewRiver Group.

If a DBP Award holder ceases to be an employee of the NewRiver Group before the Vesting Date by reason of injury, incapacity, ill-health or disability of the DBP Award holder or their spouse or registered civil partner (all evidenced to the reasonable satisfaction of the Remuneration Committee), redundancy, upon the sale or transfer out of the Group of the company or undertaking employing them ("**Good Leaver**"), their DBP Awards shall be exercisable during the six month period following the date of cessation of employment; if not so exercised, such DBP Award will lapse at the end of the period. In such circumstances, the Remuneration Committee may, in its discretion, determine that such DBP Award may only be exercised for a period of six months after the Vesting Date of such DBP Award; if not so exercised, such DBP Award will lapse at the end of the period.

In the event of cessation of employment of the DBP Award holder by reason of their death, their legal personal representatives may exercise the DBP Award within 12 months following the date of death.

If a DBP Award holder ceases to be an employee of the Group for any reason other than those described above, their DBP Awards shall lapse, however, the Remuneration Committee may permit them to be exercisable for a limited period; if not so exercised, during such period such DBP Awards will lapse at the end of the period.

Where a DBP Award is exercised before the occurrence of the Vesting Date as a consequence of the DBP Award holder ceasing to remain an employee of the Group, the maximum number of NewRiver Shares over which any DBP Award is capable of exercise shall be pro-rated down on a time apportioned basis by reference to the time that has elapsed from the relevant date of grant to the relevant event giving rise to the early exercise of the DBP Award, as a proportion of the period from the date of grant to the Vesting Date of such DBP Award. The Remuneration Committee may, however, exercise discretion not to pro-rate a DBP Award or to pro-rate on a different basis.

Exercise of DBP Awards is also possible earlier than the Vesting Date in the event of a takeover (whether by way of a general offer, a scheme of arrangement or any other merger or acquisition resulting in a change of control of the Company or otherwise) or the voluntary winding up of the Company. In the case of a takeover of the Company by way of a general offer or the transfer out of the Group of the undertaking employing the DBP Award holder concerned, the Remuneration Committee may allow the DBP Award to be exercised immediately before, but with effect from, the takeover or the transfer of the undertaking concerned.

Clawback

If at any time before the Vesting Date of a DBP Award, the Remuneration Committee becomes aware that: (a) a DBP Award holder has engaged in conduct which would justify summary dismissal; (b) a material misstatement has been made in the financial results of the Company; or (c) an error was made which has resulted, either directly or indirectly, in the number of NewRiver Shares in respect of which the DBP Award was, or is, capable of exercise, being greater than it would have been but for such error, it may operate clawback in respect of such DBP Awards.

If the Remuneration Committee operates clawback it will have discretion to: (i) reduce the number of NewRiver Shares which are subject to subsisting DBP Awards held by the DBP Award holder; and/or (ii) reduce the number of NewRiver Shares or any cash amount which may be subject to any other subsisting options/awards held by such DBP Award holder (whether pursuant to the DBP or any other incentive arrangement); and/or (iii) require a repayment or other reimbursement in respect of a DBP Award that has already been exercised and in respect of which NewRiver Shares have been transferred to the DBP Award holder.

15.3 **The NewRiver Performance Share Plan 2016**

Status of the PSP

Awards granted under the PSP ("**PSP Awards**") take the form of options to acquire NewRiver Shares for nil consideration by way of transfer from the EBT.

The PSP is operated in conjunction with the EBT.

Eligibility

All employees (including executive directors of the NewRiver Board) of the Company and any of its subsidiaries may be granted PSP Awards.

Grant

The Remuneration Committee has absolute discretion to select the employees to whom PSP Awards may be granted and, subject to the limits described above and the individual limit described below, to determine the number of NewRiver Shares to be subject to each PSP Award.

No consideration is payable for the grant of a PSP Award.

Individual Limit

In general, each individual's participation is limited so that, in any one financial year of the Company, the aggregate market value of NewRiver Shares subject to all PSP Awards (calculated as at the date of grant of each PSP Award) granted to the individual under the PSP in that financial year, will not exceed 200 per cent. of the individual's basic annual salary (measured at the date of grant).

The individual limits referred to above can be exceeded in relation to PSP Awards in circumstances which the Remuneration Committee considers to be sufficiently exceptional.

Performance Target

The exercise of PSP Awards will normally be conditional upon the achievement of a performance target set at the time of grant. Such performance target shall be measured over a performance period (determined by the Remuneration Committee at the time of grant but which shall not, save in exceptional circumstances, be less than three years) ("**Performance Period**").

PSP Awards will become capable of exercise following a date ("**Vesting Date**") specified at the time of grant which occurs after the expiry of the relevant Performance Period, subject to the satisfaction of the performance target. The Vesting Date for a PSP Award may not, save in exceptional circumstances, occur before the third anniversary of the date of grant. The Remuneration Committee will have the right to impose a holding period in respect of a PSP Award ("**Holding Period**") which, if applicable, will apply for a period following the Vesting Date of such award during which time the award may not be exercised.

If events occur which cause the Remuneration Committee reasonably to consider that a different or amended target would be a fairer measure of performance, the Remuneration Committee may waive or amend the original performance target in such manner as it deems fit provided that any such amended target is not materially more difficult to perform or harder to achieve than the original performance target.

It should also be noted that a performance target, applying to a PSP Award, may be measured over a period that is shorter than the Performance Period in circumstances where an employee ceases to be an employee of the NewRiver Group before the end of the relevant Performance Period or certain corporate events occur (such as a change of control of the Company) before the end of the relevant Performance Period. In these circumstances, such performance target may be assessed on such modified basis as the Remuneration Committee thinks fair and reasonable so as to be applied over such shortened period.

Dividends

If, at any time, a dividend or other cash distribution is paid by the Company in respect of the NewRiver Shares, the number of NewRiver Shares under each PSP Award then subsisting (and in respect of which the Vesting Date has not passed, or, if a Holding Period has been imposed, the last date of such Holding Period has not yet passed) shall be increased to reflect the value of the dividend, unless the Remuneration Committee determines to increase the number of NewRiver Shares under such PSP Award, on another basis. The number of NewRiver Shares to be added to a PSP Award ("**Dividend Equivalent Shares**") shall equate to such number of NewRiver Shares as could have been purchased, at the share price prevailing on the date the dividend is paid, from an amount equal to the dividend paid on each NewRiver Share multiplied by the number of NewRiver Shares under the PSP Award.

To the extent that a PSP Award does not vest and become exercisable in relation to any NewRiver Shares, the PSP Award shall also cease to be exercisable in respect of a proportionate number of Dividend Equivalent Shares.

Dividend Equivalent Shares that have been issued and any Dividend Equivalent Shares that have been notionally added to a PSP Award shall be taken into account for the purposes of applying the plan limits set out above. Any potential right to receive Dividend Equivalent Shares in the future shall not, however, be taken into account.

Exercise of PSP Awards

A PSP Award may be exercised in the period immediately following the occurrence of the Vesting Date (or the end of the Holding Period, if relevant) and ending 10 years after the date of grant to the extent that the performance target has been satisfied and the PSP Award holder is still an employee within the NewRiver Group.

If a PSP Award holder ceases to be an employee of the NewRiver Group before the Vesting Date (or the end of the Holding Period, if relevant) by reason of injury, incapacity, ill-health or disability of the PSP Award holder or their spouse or registered civil partner (evidenced to the reasonable satisfaction of the Remuneration Committee), redundancy, upon the sale or transfer out of the NewRiver Group of the company or undertaking employing them or any other circumstance stipulated by the Remuneration Committee as at the date of grant of a PSP Award ("**Good Leaver**"), their PSP Award shall be exercisable during the 12 month period following the Vesting Date of such PSP Award (or the end of the Holding Period, if relevant); if not so exercised, such PSP Award will lapse at the end of the period. In such circumstances, the Remuneration Committee may, in its discretion, determine that such PSP Award may be exercised for a period of 12 months after the PSP Award holder ceases to be employed within the NewRiver Group; if not so exercised, such PSP Award will lapse at the end of the period.

In the event of cessation of employment of the PSP Award holder by reason of their death, their legal personal representatives will be entitled to exercise the PSP Award within 12 months following the date of death.

If a PSP Award holder ceases to be an employee of the NewRiver Group for any reason other than those described above, PSP Awards may become exercisable for a limited period at the discretion of the Remuneration Committee; if not so exercised, such PSP Awards will lapse at the end of the period.

Exercise of PSP Awards is also possible earlier than the Vesting Date or prior to the end of the Holding Period, if applicable, in the event of a takeover (whether by way of a general offer, a scheme of arrangement or any other merger or acquisition resulting in a change of control of the Company or otherwise) or the voluntary winding up of the Company. In the case of a takeover of the Company by way of a general offer or the transfer out of the NewRiver Group of the undertaking employing the PSP Award holder concerned, the Remuneration Committee may allow the PSP Award to be exercised immediately before, but with effect from, the takeover or the transfer of the undertaking concerned.

In all of these circumstances allowing for the exercise of a PSP Award prior to the Vesting Date or the end of the Holding Period, as applicable, the PSP Award may not be exercised unless (subject to any modification of the performance target in accordance with the rules of the PSP) the performance condition, if any, to which it is subject has been satisfied.

Where a PSP Award is exercised before the occurrence of the Vesting Date or the end of the Holding Period, as applicable, as a consequence of the PSP Award holder ceasing to remain an employee of the NewRiver Group or as a result of a corporate event (as described above), the maximum number of NewRiver Shares over which any PSP Award is capable of exercise shall be pro-rated down on a time apportioned basis by reference to the time that has elapsed from the relevant date of grant to the relevant event giving rise to the early exercise of the PSP Award, as a proportion of the period from the date of grant to the Vesting Date of such PSP Award. The Remuneration Committee may, however, exercise discretion not to pro-rate a PSP Award or to pro-rate on a different basis.

Clawback

At any time before the date 24 months from the Vesting Date of a PSP Award (or the end of the Holding Period, if applicable), the Remuneration Committee may operate clawback if: (a) an Award holder engages in conduct which would justify summary dismissal; (b) a material misstatement is made in the financial results of the Company announced to the public and/or its audited accounts in respect of any financial year occurring during the vesting period and such misstatement resulted, either directly or indirectly, in the number of NewRiver Shares in respect of the PSP Award was or is capable of exercise, being greater than it would have been for such misstatement; or (c) an error was made in assessing or calculating the extent to which a performance target was achieved which has resulted, either directly or indirectly, in the number of NewRiver Shares in respect of which the PSP Award was or is capable of exercise, being greater than it would have been but for such error.

If the Remuneration Committee operates clawback it will have discretion to: (i) reduce the number of NewRiver Shares which are subject to subsisting PSP Awards held by the PSP Award holder; and/or (ii) reduce the number of NewRiver Shares or cash amount which may be subject to any other subsisting awards held by such PSP Award holder (whether pursuant to the PSP or any other incentive arrangement); and/or (iii) require a repayment or other reimbursement in respect of a PSP Award that has already been exercised and in respect of which NewRiver Shares have been transferred to the PSP Award holder.

15.4 **The NewRiver Company Share Option Plan 2016**

Status of the CSOP

It is intended that the CSOP will meet the requirements of Schedule 4 of ITEPA as amended and re-enacted from time to time ("**Schedule 4**").

Eligibility

All employees and full-time executive directors of the NewRiver Board and any of its subsidiaries may be granted options over NewRiver Shares under the CSOP provided that they are not prohibited, pursuant to Schedule 4, from being granted an option by virtue of having, or having had, a material interest in the Company.

Grant

The Remuneration Committee has absolute discretion to select the persons to whom options are to be granted and, subject to the limit as set above and the individual limit described below, in determining the number of NewRiver Shares subject to each option.

No consideration is payable for the grant of an option.

Individual Limit

Each individual's participation is limited so that the aggregate market value of NewRiver Shares subject to all options (calculated as at the date of grant of each option) held by that individual and granted under the CSOP or any other Schedule 4 compliant share option plan operated by the Company or any associated company, shall not exceed £60,000 (or such other amount as may be permitted in accordance with Schedule 4 from time to time).

Exercise Price

The exercise price per NewRiver Share under an option is determined by the Remuneration Committee at the time of grant but may not be less than the market value of a NewRiver Share as at the date of grant.

The exercise price (as well as the number of NewRiver Shares under option) may be adjusted by the Remuneration Committee in the event of any capitalisation issue or rights issue (other than pursuant to a scrip dividend issued by the Company) or rights offer or any other variation in the share capital of the Company including (without limitation) any consolidation, subdivision or reduction of capital.

Any adjustment of the exercise price of an option must not result in the requirements of Schedule 4 no longer being met.

Performance Targets

Options granted under the CSOP will not be subject to any performance targets.

Exercise of options

Normally, an option may only be exercised following a date ("**Vesting Date**") specified at the time of grant, which may not occur before the third anniversary of the date of grant, provided that the option holder is still an employee within the NewRiver Group.

If an option holder ceases to be an employee of the NewRiver Group before the Vesting Date by reason of injury, ill-health, incapacity or disability of the option holder or their spouse or registered civil partner (evidenced to the reasonable satisfaction of the Remuneration Committee), redundancy or upon the sale or transfer out of the NewRiver Group of the company or undertaking employing them, their option shall be exercisable during the six month period following the Vesting Date of such option; if not so exercised, such option will lapse. In such circumstances, the Remuneration Committee may, in its discretion, determine that such option may be exercised for a period of six months after the option holder ceases to be employed within the NewRiver Group; if not so exercised, such option will lapse.

In the event of cessation of employment of the option holder by reason of their death, their personal representatives will be entitled to exercise the option within 12 months following the date of death.

If an option holder ceases to be employed within the NewRiver Group for any reason other than those described above, options may also become exercisable for a limited period at the discretion of the Remuneration Committee.

Exercise of options is also possible earlier than the Vesting Date in the event of a takeover (whether by way of a general offer, a scheme of arrangement or otherwise) or the voluntary winding up of the Company. In the case of a takeover of the Company by way of a general offer or the transfer out of the NewRiver Group of the undertaking employing the option holder concerned, the Remuneration Committee may allow the option to be exercised immediately before, but with effect from, the takeover or the transfer of the undertaking concerned.

Where an option is exercised before the occurrence of the Vesting Date as a consequence of the option holder ceasing to remain an employee of the NewRiver Group, the maximum number of NewRiver Shares over which any option is capable of exercise may, at the discretion of the Remuneration Committee, be pro-rated down on a time apportioned basis by reference to the time that has elapsed from the relevant date of grant to the relevant event giving rise to the early exercise of the option as a proportion of the period from the date of grant to the Vesting Date of such option. The Remuneration Committee may, however, exercise discretion not to pro-rate an option or to pro-rate on a different basis.

In the event of a takeover of the Company, an option holder may be allowed to exchange their option for a new option over shares in the acquiring company, provided that the acquiring company agrees to such exchange and the rights under the new option are equivalent to those under the old option.

15.5 The NewRiver Unapproved Share Option Plan 2016

Eligibility

All employees (including executive directors of the NewRiver Board) of the Company and any of its subsidiaries may be granted options over NewRiver Shares under the Unapproved Plan.

Grant

The Remuneration Committee has absolute discretion to select the persons to whom options are to be granted and, subject to the limit set out above, in determining the number of NewRiver Shares subject to each option.

No consideration is payable for the grant of an option.

Exercise Price

The exercise price per NewRiver Share under an option is determined by the Remuneration Committee at the time of grant but may not be less than the market value of a NewRiver Share as at the date of grant.

Performance Targets

Options granted under the Unapproved Plan will not be subject to any performance targets.

Exercise of options

Normally, an option may only be exercised following a date ("**Vesting Date**") specified at the time of grant, which may not occur before the first anniversary of the date of grant, provided that the option holder is still an employee of the NewRiver Group.

If an option holder ceases to be an employee of the NewRiver Group before the Vesting Date by reason of injury, ill-health, incapacity or disability of the option holder or their spouse or registered civil partner (evidenced to the reasonable satisfaction of the Remuneration Committee), redundancy or upon the sale or transfer out of the NewRiver Group of the company or undertaking employing them, their option shall be exercisable during the six month period following the Vesting Date of such option; if not so exercised, such option will lapse. In such circumstances, the Remuneration Committee may, in its discretion, determine that such option may be exercised for a period of six months after the option holder ceases to be employed within the NewRiver Group; if not so exercised, such option will lapse.

In the event of cessation of employment of the option holder by reason of their death, their personal representatives will be entitled to exercise the option within 12 months following the date of death.

If an option holder ceases to be employed within the NewRiver Group for any reason other than those described above, options may also become exercisable for a limited period at the discretion of the Remuneration Committee.

Exercise of options is also possible earlier than the Vesting Date in the event of a takeover (whether by way of a general offer, a scheme of arrangement or otherwise) or the voluntary winding up of the Company. In the case of a takeover of the Company by way of a general offer or the transfer out of the NewRiver Group of the undertaking employing the option holder concerned, the Remuneration Committee may allow the option to be exercised immediately before, but with effect from, the takeover or the transfer of the undertaking concerned.

Where an option is exercised before the occurrence of the Vesting Date as a consequence of the option holder ceasing to remain an employee of the NewRiver Group, the maximum number of NewRiver Shares over which any option is capable of exercise may, at the discretion of the Remuneration Committee, be pro-rated down on a time apportioned basis by reference to the time that has elapsed from the relevant date of grant to the relevant event giving rise to the early exercise of the option as a proportion of the period from the date of grant to the Vesting Date of such option. The Remuneration Committee may, however, exercise discretion not to pro-rate an option or to pro-rate on a different basis.

Clawback

At any time before the date 24 months from the Vesting Date of an option, the Remuneration Committee may operate clawback if: (a) an option holder engages in conduct which would justify summary dismissal; (b) a material misstatement is made in the financial results of the Company announced to the public and/or its audited accounts in respect of any financial year occurring during the vesting period and such misstatement resulted, either directly or indirectly, in the number of NewRiver Shares in respect of the option was or is capable of exercise, being greater than it would have been for such misstatement; or (c) an error which has resulted, either directly or indirectly, in the number of NewRiver Shares in respect of which the option was or is capable of exercise, being greater than it would have been but for such error.

If the Remuneration Committee operates clawback it will have discretion to: (i) reduce the number of NewRiver Shares which are subject to subsisting options held by the option holder; and/or (ii) reduce the number of NewRiver Shares or cash amount which may be subject to any other subsisting options/awards held by such option holder (whether pursuant to the Unapproved Plan or any other incentive arrangement); and/or (iii) require a repayment or other reimbursement in respect of an option that has already been exercised and in respect of which NewRiver Shares have been transferred to the option holder.

15.6 **The NewRiver REIT plc Employee Benefit Trust**

The EBT was settled by NewRiver pursuant to a trust deed entered into between NewRiver and Computershare Trustees (Jersey) Limited ("**Trustee**"). NewRiver has the power to remove the Trustee and appoint a Trustee.

The EBT is a discretionary settlement set up for the benefit of directors, employees and former employees (and their immediate dependants) of NewRiver and its subsidiaries.

The Trustee may either purchase existing NewRiver Shares in the market or subscribe for new NewRiver Shares.

The maximum number of NewRiver Shares which may be held by the Trustee at any time may not exceed five per cent. of NewRiver's issued share capital at that time. It is intended that the Trustee will not, at any time, hold more NewRiver Shares than are required in order to satisfy awards and/or options granted in exchange for options and/or awards granted under the NewRiver Share Incentive Plans or granted under the NewRiver Share Incentive Plans, from time to time.

16. Admission, clearing and settlement

All of the Existing Ordinary Shares are admitted to trading on the Main Market and to the Equity Shares (Commercial Companies) category of the Official List.

Applications will be made to the FCA and to the London Stock Exchange for the Consideration Shares issued pursuant to the Acquisition to be admitted to the Equity Shares (Commercial Companies) category of the Official List and to trading on the Main Market. It is expected that Admission will become effective and that dealings on the London Stock Exchange in the NewRiver Shares will commence at 8.00 a.m. (London time) on 11 December 2024.

No application is being made for the Consideration Shares to be dealt with in or on any stock exchange or investment exchange other than the Main Market.

The Consideration Shares will be issued in registered form and may be held in either certificated or uncertificated form. In the case of Consideration Shares to be issued in uncertificated form pursuant to the Proposals, these will be transferred to successful applicants through the CREST system. The Consideration Shares will be eligible for settlement through CREST with effect from Admission.

CREST is a paperless settlement procedure enabling securities to be evidenced otherwise than by a certificate and transferred otherwise than by written instrument. The Articles permit the holding of NewRiver Shares under the CREST system. Settlement of transactions in the Consideration Shares following Admission may take place within the CREST system if any Shareholder so wishes.

The Company will arrange for CREST to be instructed to credit the appropriate CREST accounts of the Capital & Regional Shareholders concerned or their nominees with their respective entitlements to the Consideration Shares. The names of the relevant Capital & Regional Shareholders or their nominees that hold Consideration Shares through their CREST accounts will be entered directly on to the share register of the Company.

Dealings in the Consideration Shares in advance of the crediting of the relevant stock account shall be at the risk of the person concerned.

Where applicable, definitive share certificates in respect of the Consideration Shares are expected to be despatched by post at the risk of recipients to the relevant holders within 14 days of the Effective Date. Prior to the despatch of definitive share certificates in respect of any Consideration Shares which are held in certificated form, transfer of those Consideration Shares will be certified against the Register. No temporary documents of title will be issued.

The Consideration Shares to be issued to pursuant to the Acquisition will, following Admission, rank *pari passu* in all respects with the Consideration Shares and will carry the right to receive all dividends and distributions declared, made or paid on or in respect of the NewRiver Shares by reference to a record date after Admission.

The Company does not guarantee that at any particular time market maker(s) will be willing to make a market in the NewRiver Shares, nor does it guarantee the price at which a market will be made in the NewRiver Shares. Accordingly, the market price of the NewRiver Shares may not necessarily reflect changes in the NAV per NewRiver Share.

The NewRiver Shares are denominated in Sterling.

17. Material interests

There are no interests that are material to the issue of Consideration Shares pursuant to the Acquisition and no conflicting interests.

18. General

18.1 There will be no proceeds received by the NewRiver Group as a result of the issue of Consideration Shares to Capital & Regional Shareholders in connection with the Acquisition. The total costs and expenses of, and incidental to, the Acquisition and Admission payable by the Company, are estimated to amount to approximately £12.9 million (excluding VAT).

18.2 Panmure Liberum Limited has given and has not withdrawn its written consent to the inclusion in this document of the references to its name in the form and context in which they appear.

18.3 Jefferies International Limited has given and has not withdrawn its written consent to the inclusion in this document of the references to its name in the form and context in which they appear.

18.4 Shore Capital Stockbrokers Limited has given and has not withdrawn its written consent to the inclusion in this document of the references to its name in the form and context in which they appear.

18.5 Kinmont Limited has given and has not withdrawn its written consent to the inclusion in this document of the references to its name in the form and context in which they appear.

18.6 BDO LLP of 55 Baker Street, London W1U 7EU, a member firm of the Institute of Chartered Accountants in England and Wales, has given and not withdrawn its consent to the inclusion in this document of its report in Part B of Part 6 *(Accountant's report on the Unaudited Pro Forma Financial Information of the Combined Group) in the form and context in which it is included and has authorised the contents of its report in Part B of Part 6 (Accountant's report on the Unaudited Pro Forma Financial Information of the Combined Group*) for the purposes of Prospectus Regulation Rule 5.3.2R(2)(f). BDO LLP is a limited liability partnership incorporated in England and Wales (registered number OC305127).

18.7 Knight Frank LLP of 55 Baker Street, London, W1U 8AN, which is qualified for the purposes of the valuation reports in Parts A and C of Appendix 1 to this document in accordance with the RICS Valuation – Global Standards, January 2020, issued by the Royal Institution of Chartered Surveyors, has given their consent to the inclusion in this document of their reports in Parts A and C of Appendix 1 to this document and to the issue of this document with the inclusion of its name and references to it in the form and context in which it appears and have authorised the contents of its reports in Parts A and C of Appendix 1 to this document for the purposes of Prospectus Regulation Rule 5.3.2R(2)(f), in the form and context in which they appear. Knight Frank LLP is a limited liability partnership incorporated in England and Wales on 3 November 2003 (registered number OC305934).

18.8 Colliers International Property Consultants Limited of 95 Wigmore Street, London, England, W1U 1FF which is qualified for the purposes of the valuation report in Part B of Appendix 1 to this document in accordance with the RICS Valuation – Global Standards, January 2020, issued by the Royal Institution of Chartered Surveyors, has given its consent to the inclusion in this document of its report in Part B of Appendix 1 to this document and to the issue of this document with the inclusion of its name and reference to it in the form and context in which it appears and has authorised the contents of its report in Part B of Appendix 1 to this document for the purposes of Prospectus Regulation Rule 5.3.2R(2)(f), in the form and context in which it appears. Colliers International Valuation UK LLP is a limited liability partnership incorporated in England and Wales on 4 March 2014 (registered number OC391629).

18.9 CBRE Limited of Henrietta House, Henrietta Place, London, England, W1G 0NB, which is qualified for the purposes of the valuation report in Part D of Appendix 1 to this document in accordance with the RICS Valuation – Global Standards, January 2020, issued by the Royal Institution of Chartered Surveyors, has given its consent to the inclusion in this document of its report in Part D of Appendix 1 to this document and to the issue of this document with the inclusion of its name and references to it in the form and context in which it appears and have authorised the contents of its report in Part D of Appendix 1 to this document for the purposes of Prospectus Regulation Rule 5.3.2R(2)(f), in the form and context in which it appears. CBRE Limited is a private limited company incorporated in England and Wales on 27 March 1998 (registered number 03536032).

18.10 There has been no material change in the valuation of the properties which are the subject of the Property Valuation Reports that appear in Appendix 1 to this document since the date of the relevant valuations contained in those reports.

18.11 Where third party information has been referenced in this document, the source of that third party information has been disclosed. All information in this document that has been sourced from third parties has been accurately reproduced and, as far as the Company is aware and able to ascertain from information published by such third parties, no facts have been omitted which would render the reproduced information inaccurate or misleading.

19. Auditors

The auditors to the Company are Forvis Mazars LLP of 30 Old Bailey, London, EC4M 7AU, United Kingdom. Forvis Mazars LLP is registered to carry out audit work by the Institute of Chartered Accountants in England and Wales.

20. Disclosures under the UK Market Abuse Regulation and Regulation (EU) No. 596/2014

20.1 The Company publishes information via the RIS system and the Company's website. Below is a summary of the information disclosed in accordance with the Company's obligations under MAR over the last 12 months which is relevant as at the date of this document. In addition to the RIS system, full announcements can be accessed on the webpage of the Company at https://www.nrr.co.uk/investors/regulatory-news:

a) On 23 November 2023 the Company announced its half year results to 30 September 2023.

b) On 28 November 2023 the Company announced that an interim dividend of 3.4 pence per Ordinary Share would be paid for the six months ending 30 September 2023 as a property income distribution.

c) On 1 December 2023 the Company announced that Computershare Trustees (Jersey) limited, as trustee of the Company's employee benefit trust, had purchased 661,849 Ordinary Shares.

d) On 8 December 2023 the Company announced that Computershare Trustees (Jersey) Limited, as trustee of the Company's employee benefit trust, had purchased 2,749,410 Ordinary Shares.

e) On 14 December 2023 the Company announced its scrip dividend reference price for fully paid shares in the Company for the interim dividend for the six months ending 30 September 2023.

f) On 10 January 2024 the Company announced an application for listing of 818,581 Ordinary Shares in connection with the Company's scrip dividend scheme.

g) On 18 January 2024 the Company announced its quarter three company update, including an operational review and balance sheet information.

h) On 25 April 2024 the Company announced its full year trading update for the year ending 31 March 2024.

i) On 23 May 2024 the Company announced a possible offer by the Company to acquire Capital & Regional.

j) On 2 July 2024 the Company announced its full year results for the year ending 31 March 2024.

k) On 4 July 2024 the Company announced the acquisition of Ellandi Management Limited.

l) On 5 August 2024 the Company announced its trading update for the first quarter of its 2025 financial year.

m) On 6 August 2024 the Company announced the results of its annual general meeting held on 5 August 2024.

n) On 12 August 2024 the Company announced that an application had been made to the FCA and the London Stock Exchange for a total of 1,753,176 ordinary shares of one penny each to be admitted to the Official List.

o) On 21 August 2024 the Company announced that, in accordance with the terms of the scrip dividend scheme, 1,753,176 ordinary shares of one penny each were to be issued in connection with the final dividend of 3.2 pence per ordinary share declared on 21 June 2024.

p) On 18 September 2024 the Company made a possible offer announcement to acquire Capital & Regional.

q) On 18 September 2024 the Company announced the launch of the Placing.

r) On 19 September 2024 the Company announced the results of the Placing.

s) On 24 September 2024 the Company announced its firm intention to acquire Capital & Regional.

t) On 26 September 2024 the Company announced the satisfaction of the Regulatory Condition.

21. Documents on display

Copies of the following documents will be available for inspection at the registered office of the Company and the offices of Eversheds Sutherland (International) LLP, One Wood Street, London, EC2V 7WS during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this document until the date of Admission and shall be available on the Company's website (www.nrr.co.uk):

a) this document;

b) the Company's memorandum of association and Articles;

c) the written consents referred to in paragraphs 18.2 to 18.9 of this Part 8 (*Additional Information*) of this document;

d) the Property Valuation Reports contained in Appendix 1 (*Property Valuation Reports*) to this document;

e) the 2024 Annual Report and Accounts;

f) the Acquisition Announcement; and

g) the Scheme Document.

Dated: 21 October 2024

Part 9

Documents Incorporated by Reference

1. NewRiver: Information incorporated by reference

The following documentation, which is available as described below, contains information which is relevant to the Proposals:

- the annual report and audited accounts of the NewRiver Group for the financial year ended 31 March 2024 (the **"2024 Annual Report and Accounts"**); and
- the Articles.

The table below sets out the various sections of such documents which are incorporated by reference into this document:

Document	Section of Document	Page numbers in such Document
2024 Annual Report and Accounts	Highlights	2
	Chair's Statement	14-15
	Key performance indicators	21-23
	Property portfolio	32-45
	Environmental, social and governance	66-83
	Directors' Report	146-149
	Independent Auditor's Report	150-155
	Consolidated Statement of Comprehensive Income	156
	Consolidated Balance Sheet	157
	Consolidated Cash Flow Statement	158
	Consolidated Statement of Changes in Equity	159
	Notes to the Consolidated Financial Statements	160-182
	Notes to the Company Financial Statements	160-182
	Alternative performance measures and EPRA Performance measures	189-194
Articles		1 – 72

Any statement contained in any document which is deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purpose of this document to the extent that a statement contained herein (or in a later document which is incorporated by reference herein) modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded, shall not be deemed, except as so modified or superseded to constitute a part of this document.

To the extent that any part of a document that is incorporated into the Prospectus by reference itself contains information that is incorporated by reference, such information shall not form part of the Prospectus. Those parts of the 2024 Annual Report and Accounts which are not being incorporated into this document by reference are either not relevant for investors or are covered elsewhere in the Prospectus.

The 2024 Annual Report and Accounts are available from the Company's website at www.nrr.co.uk and are available for inspection in accordance with paragraph 21 of Part 8 (*Additional Information*) of this document.

2. Capital & Regional: Information incorporated by reference

The following documentation, which is available as described below, contains information which is relevant to the Proposals:

- the annual report and audited accounts of the Capital & Regional Group for the financial year ended 30 December 2021 (the **"Capital & Regional 2021 Annual Report and Accounts"**); and

- the annual report and audited accounts of the Capital & Regional Group for the financial year ended 30 December 2022 (the "**Capital & Regional 2022 Annual Report and Accounts**"); and
- the annual report and audited accounts of the Capital & Regional Group for the financial year ended 30 December 2023 (the "**Capital & Regional 2023 Annual Report and Accounts**"); and
- the interim report and the unaudited interim financial statements for the period beginning 31 December 2023 and ended 30 June 2024 (the "**Capital & Regional 2024 Interim Accounts**").

The table below sets out the various sections of such documents which are incorporated by reference into this document:

Document	**Section of Document**	**Page numbers in such Document**
Capital & Regional 2021 Annual Report and Accounts	Chairman's Statement	6-7
	Operating Review	26-29
	Financial Review	30-35
	Director's Report	106-109
	Independent Auditor's Report	111-121
	Consolidated Income Statement	122
	Consolidated Statement of Comprehensive Income	122
	Consolidated Balance Sheet	123
	Consolidated Statement of Changes in Equity	124
	Consolidated Cash Flow Statement	125
	Notes to the financial statements	126-157
Capital & Regional 2022 Annual Report and Accounts	Chairman's Statement	6-9
	Operating Review	30-33
	Financial Review	36-43
	Director's Report	138-141
	Independent Auditor's Report	143-155
	Consolidated Income Statement	156
	Consolidated Statement of Comprehensive Income	156
	Consolidated Balance Sheet	157
	Consolidated Statement of Changes in Equity	158
	Consolidated Cash Flow Statement	159
	Notes to the financial statements	160-192
Capital & Regional 2023 Annual Report and Accounts	Chairman's Statement	10-11
	Operating Review	38-40
	Financial Review	44-51
	Director's Report	160-165
	Independent Auditor's Report	167-174
	Consolidated Income Statement	177-178
	Consolidated Statement of Comprehensive Income	178
	Consolidated Balance Sheet	179
	Consolidated Statement of Changes in Equity	180
	Consolidated Cash Flow Statement	181
	Notes to the financial statements	182-
Capital & Regional 2024 Interim Accounts	Chief Executive comments	1
	Operating Review	5-8
	Financial Review	9-16
	Independent Review Report	17-18
	Condensed Consolidated Income Statement and Condensed Statement of Comprehensive Income	19
	Condensed Consolidated Balance Sheet	20
	Condensed Consolidated Statement of Changes in Equity	21
	Condensed Consolidated Cash Flow Statement	22
	Notes to the condensed financial statements	23-35

Any statement contained in any document which is deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purpose of this document to the extent that a statement contained herein (or in a later document which is incorporated by reference herein) modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded, shall not be deemed, except as so modified or superseded to constitute a part of this document.

To the extent that any part of a document that is incorporated into the Prospectus by reference itself contains information that is incorporated by reference, such information shall not form part of the Prospectus.

Those parts of the Capital & Regional 2021 Annual Report and Accounts, Capital & Regional 2022 Annual Report and Accounts, Capital & Regional 2023 Annual Report and Accounts and Capital & Regional 2024 Interim Accounts which are not being incorporated into this document by reference are either not relevant for investors or are covered elsewhere in the Prospectus.

The Capital & Regional 2021 Annual Report and Accounts, Capital & Regional 2022 Annual Report and Accounts, Capital & Regional 2023 Annual Report and Accounts and Capital & Regional 2024 Interim Accounts are available from Capital & Regional's website at https://capreg.com/investors/.

Part 10

Definitions

The following definitions apply throughout this document unless the context requires otherwise:

2024 Annual General Meeting	the Company's annual general meeting held on 5 August 2024
2024 Annual Report and Accounts	the annual report and audited accounts of the NewRiver Group for the financial year ended 31 March 2024
Acquisition	the recommended offer to be made by NewRiver to acquire the entire issued and to be issued ordinary share capital of Capital & Regional to be effected by means of the Scheme (or, if NewRiver so elects and subject to the Takeover Panel's consent, a Takeover Offer) on the terms and subject to the conditions set out in the Scheme Document, as summarised in paragraph 2 of Part 1 (*Letter from the Chair*) of this document
Acquisition Announcement	the joint announcement of the Acquisition made by NewRiver and Capital & Regional on 24 September 2024 pursuant to Rule 2.7 of the Takeover Code, including its Appendices, and UK Listing Rule 7.3
Acquisition Resolution	the ordinary resolution to be proposed at the NewRiver General Meeting to approve the issue of the Consideration Shares in connection with the Acquisition
Admission	admission of the Consideration Shares to be issued pursuant to the Acquisition to the Equity Shares (Commercial Companies) category of the Official List of the FCA and to trading on the Main Market
Articles	the articles of association of the Company
Audit Committee	the audit committee of the Board
BDO	BDO LLP
BRAVO	BRAVO Strategies III LLC
BRAVO I	PIMCO BRAVO Fund, L.P.
BRAVO II	PIMCO BRAVO Fund II, L.P.
Business Day	a day (excluding Saturdays and Sundays, or public holidays in England and Wales) on which banks generally are open for business in London for the transaction of normal business
Capital & Regional	Capital & Regional plc
Capital & Regional 2021 Annual Report and Accounts	the annual report and audited accounts of the Capital & Regional Group for the financial year ended 30 December 2021
Capital & Regional 2022 Annual Report and Accounts	the annual report and audited accounts of the Capital & Regional Group for the financial year ended 30 December 2022
Capital & Regional 2023 Annual Report and Accounts	the annual report and audited accounts of the Capital & Regional Group for the financial year ended 30 December 2023
Capital & Regional 2024 Interim Accounts	the interim report and the unaudited interim financial statements for the period beginning 31 December 2023 and ended 30 June 2024
Capital & Regional Additional Distribution	has the meaning given to it in paragraph 8 of Part 1 (*Letter from the Chair*) of this document;
Capital & Regional Additional Dividend	has the meaning given to it in paragraph 8 of Part 1 (*Letter from the Chair*) of this document;

Capital & Regional Articles	the articles of association of Capital & Regional
Capital & Regional Board or **Capital & Regional Directors**	the board of directors of Capital & Regional
Capital & Regional Confidentiality Agreement	the confidentiality agreement dated 4 June 2024 between NewRiver and Capital & Regional, a summary of which is set out in paragraph 10.3 of Part 8 (*Additional Information*) of this document
Capital & Regional Court Meeting	the meeting(s) of the Scheme Shareholders convened by order of the Court pursuant to section 896 of the Companies Act for the purpose of considering and, if thought fit, approving the Scheme (with or without amendment), including any adjournment thereof
Capital & Regional General Meeting	the general meeting of Capital & Regional Shareholders to be convened in connection with the Scheme to consider and, if thought fit, to approve the Capital & Regional Resolutions (with or without amendment), including any adjournment, postponement or reconvening thereof
Capital & Regional Group	Capital & Regional and its subsidiaries from time to time
Capital & Regional Interim Dividend	has the meaning given to it in paragraph 2 of Part 1 (*Letter from the Chair*) of this document;
Capital & Regional Meetings	the Capital & Regional Court Meeting and the Capital & Regional General Meeting
Capital & Regional Portfolio	the property assets of the Capital & Regional Group as at the date of this document, details of which are set out in Part 3 (*Information on the Capital & Regional Group*) of this document
Capital & Regional Resolution	the resolution to be proposed at the Capital & Regional General Meeting in connection with, among other things, the approval and implementation of the Scheme and the alteration of Capital & Regional's articles of association and such other matters as may be necessary to implement the Scheme
Capital & Regional Shareholder	a holder of Capital & Regional Shares
Capital & Regional Shares	ordinary shares of £0.10 nominal value in the capital of Capital & Regional
Capital & Regional Share Plans	the Capital & Regional Combined Incentive Plan and the Capital & Regional 2018 Long Term Incentive Plan
CBRE	CBRE Limited
CBRE Property Valuation Report	the property valuation report prepared by CBRE in respect of the Capital & Regional Portfolio as at 30 June 2024, set out in Part D of Appendix 1 (*Property Valuation Reports*) to this document
Closing Price	the closing middle market quotation in pounds sterling of an Existing Ordinary Share as derived from the Daily Official List of the London Stock Exchange on a particular day
Colliers	Colliers International Property Consultants Limited
Colliers Property Valuation Report	the property valuation report prepared by Colliers in respect of the NewRiver Portfolio as at 30 June 2024, set out in Part B of Appendix 1 (*Property Valuation Reports*) to this document
Combined Group	NewRiver and its subsidiary undertakings, including Capital & Regional and its subsidiary undertakings, following the Acquisition becoming effective
Companies Act	the Companies Act 2006 and any statutory modification or reenactment thereof for the time being in force

Company or **NewRiver**	NewRiver REIT plc
Completion	completion of the Acquisition
Conditions	the conditions relating to the Acquisition as summarised in paragraph 14 (*Structure of the Acquisition*) of Part 1 (*Letter from the Chair*) of this document and set out in full in Part 4 (*Conditions and Certain further terms of the Combination*) of the Scheme Document
Consideration Shares	the Ordinary Shares to be issued and allotted as fully paid to the Scheme Shareholders pursuant to the Acquisition (and including the maximum number of Ordinary Shares that could be issued and allotted in the event of a Capital & Regional Additional Dividend)
Co-operation Agreement	the co-operation agreement between NewRiver and Capital & Regional dated 24 September 2024 and relating, among other things, to the implementation of the Acquisition, a summary of which is set out in paragraph 10.5 of Part 8 (*Additional Information*) of this document
Court	the High Court of Justice, Business and Property Courts of England and Wales, Companies Court
Court Order	the order of the Court sanctioning the Scheme under section 899 of the Companies Act
CREST	the computerised settlement system operated by Euroclear which facilitates the transfer of title to shares in uncertificated form
CREST Manual	the rules governing the operation of CREST, consisting of the CREST Reference Manual, CREST International Manual, CREST Central Counterparty Service Manual, CREST Rules, CREST Courier and Sorting Service Operations Manual and CREST Glossary of Terms (all as defined in the CREST Glossary of Terms promulgated by Euroclear on 15 July 1996 and as amended since)
CREST Member	a person who has been admitted to Euroclear as a system-member (as defined in the CREST Regulations)
CREST Participant	a person who is, in relation to CREST, a system-participant (as defined in the CREST Regulations)
CREST Regulations	the Uncertificated Securities Regulations 2001 (SI 2001 No. 2001/3755), as amended
CREST Sponsor	a CREST participant admitted to CREST as a CREST sponsor (as defined in the CREST Regulations)
CSOP	the NewRiver REIT plc Company Share Option Plan 2016
CREST Sponsored Member	a CREST Member admitted to CREST as a sponsored member
CTA 2010	Corporation Tax Act 2010 and any statutory modification or re-enactment thereof for the time being in force
DBP	the NewRiver REIT plc Deferred Bonus Plan 2016
Directors or **NewRiver Directors** or **Board** or **NewRiver Board**	the board of directors of the Company
Disclosure Guidance and Transparency Rules or **DTRs**	the disclosure guidance and transparency rules contained within the FCA Handbook
Distribution	any dividend or other distribution on or in respect of the shares of the Company and references to a Distribution being paid include a distribution not involving a cash payment being made

Distribution Transfer	a disposal or transfer (however effected) by a person of his or her rights to a Distribution from the Company such that he or she is not beneficially entitled (directly or indirectly) to such a Distribution and no person who is so entitled subsequent to such disposal or transfer (whether the immediate transferee or not) is (whether as a result of the transfer or not) a Substantial Shareholder
Distribution Transfer Certificate	a certificate in such form as the Directors may specify from time to time to the effect that the relevant person has made a Distribution Transfer, which certificate may be required by the Directors to satisfy them that a Substantial Shareholder is not beneficially entitled (directly or indirectly) to a Distribution
EBT	the NewRiver Reit plc Employee Benefit Trust
EEA	European Economic Area
Effective	(a) if the Acquisition is implemented by way of the Scheme, the Scheme having become effective pursuant to its terms; or (b) if the Acquisition is implemented by way of a Takeover Offer, the Takeover Offer having become unconditional in all respects in accordance with the requirements of the Takeover Code
Effective Date	the date on which the Acquisition becomes Effective, expected to be 10 December 2024 if it is implemented by way of the Scheme
Ellandi	Ellandi Management Limited
Enlarged Share Capital	the issued ordinary share capital of the Company immediately following Admission (on the basis the maximum number of Consideration Shares is issued)
EPRA	European Public Real Estate Association
EPRA Net Tangible Assets or **EPRA NTA**	a measure that assumes entities buy and sell assets, thereby crystallising certain levels of deferred tax liability
EPRA NTA per NewRiver Share	the EPRA NTA attributable to the NewRiver Shares divided by the number of NewRiver Shares in issue (other than NewRiver Shares held in treasury) as at the date of calculation
ESG	environmental, social and governance
EU	the European Union
Euroclear	Euroclear UK & International Limited, being the operator of CREST
EUWA	European Union (Withdrawal) Act 2018 (as amended)
Excess Charge	in relation to a Distribution which is paid or payable to a person, all tax or other amounts which the Directors consider may become payable by the Company under Section 551 of the CTA 2010 and any interest, penalties, fines or surcharge attributable to such tax as a result of such Distribution being paid to or in respect of that person
Excluded Shares	any Capital & Regional Shares: (a) registered in the name of, or beneficially owned by, NewRiver or any member of the NewRiver Group or their respective nominees; or (b) registered in the name of, or beneficially owned by, funds managed by NewRiver or a member of the NewRiver Group or any of their subsidiary undertakings or their respective nominees

Excluded Territories	Australia, New Zealand, Canada, the Republic of South Africa and Japan, and any other jurisdiction where the extension or the availability of the Consideration Shares to be issued pursuant to the Acquisition (and any other transaction contemplated thereby) would (i) result in a requirement to comply with any governmental or other consent or any registration, filing or other formality which the Company regards as unduly onerous; or (ii) breach any applicable law or regulation
Existing Ordinary Shares	the 378,176,668 Ordinary Shares in issue as at the date of this document
FCA	the Financial Conduct Authority
FCA Handbook	the FCA handbook of rules and guidance as amended from time to time
Finsurv	the Financial Surveillance Department of the South African Reserve Bank responsible for the administration of exchange control on behalf of the South African Minister of Finance or an officer of Treasury who, by virtue of the division of work in Treasury, deals with the matter on the authority of the Minister of Finance
FSMA	the Financial Services and Markets Act 2000 (as amended) and any statutory modification or re-enactment thereof for the time being in force
FY2024	the financial year beginning on 1 April 2023 and ending on 31 March 2024
Growthpoint	Growthpoint Properties Limited
GAV	gross asset value
Gyle Facility Agreement	the facility agreement dated 10 August 2023, a summary of which is set out in paragraph 11.12 of Part 8 (*Additional Information*) of this document
Hemel Facility Agreement	the facility agreement dated 30 June 2022, a summary of which is set out in paragraph 11.13 of Part 8 (*Additional Information*) of this document
HMRC	His Majesty's Revenue and Customs
Ilford Facility Agreement	the facility agreement dated 8 March 2024, a summary of which is set out in paragraph 11.10 of Part 8 (*Additional Information*) of this document
IFRS	international financial reporting standards as adopted by the United Kingdom
Independent Capital & Regional Directors	the Capital & Regional Directors other than Norbert Leon Sasse and Panayiotis (Panico) Theocharides
Interest in the Company	includes, without limitation, an interest in a Distribution made or to be made by the Company
IPO	initial public offering
IRR	internal rate of return
ISA	individual savings account
Jefferies	Jefferies International Limited
Johannesburg Stock Exchange	JSE Limited, a public company incorporated in accordance with the laws of South Africa and licensed as an exchange under the

	South African Financial Markets Act or the securities exchange operated by JSE Limited, as the context indicates
Joint Brokers	Jefferies, Panmure Liberum and Shore Capital
JSE Listing Requirements	the Listings Requirements from time to time published by the Johannesburg Stock Exchange
Knight Frank	Knight Frank LLP
Knight Frank Valuation Reports	the property valuation reports prepared by Knight Frank in respect of (i) the NewRiver Portfolio as at 30 June 2024, set out in Part A of Appendix 1 (*Property Valuation Reports*) to this document and (ii) the Capital & Regional Portfolio as at 30 June 2024, set out in Part C of Appendix 1 (*Property Valuation Reports*) to this document
Kinmont	Kinmont Limited
Last Practicable Date	17 October 2024, being the last practicable date prior to the date of this document for ascertaining certain information contained herein
Link Group or **Link**	a trading name of Link Market Services Limited
London Stock Exchange	London Stock Exchange plc
Long Stop Date	30 April 2025, or such later date as may be agreed in writing between NewRiver and Capital & Regional (with the Takeover Panel's consent and as the Court may allow, if such consent and/or approval is/are required)
LSE Admission Standards	the admission and disclosure standards published by the London Stock Exchange
LTV	loan to value
Main Market	the London Stock Exchange's main market
Mall Asset Facility Agreement	the amended and restated facility agreement dated 13 October 2021, a summary of which is set out in paragraphs 11.8 and 11.9 of Part 8 (*Additional Information*) of this document
MAR	Regulation (EU) No 596/2014 and the delegated acts, implementing acts, technical standards and guidelines thereunder as it forms part of domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018, as amended from time to time
market capitalisation	the average of the mid-market prices for an Ordinary Share, as derived from the Daily Official List of the London Stock Exchange on each Business Day in the relevant calendar month, multiplied by the number of Ordinary Shares in issue on the last Business Day of the relevant calendar month, excluding any Ordinary Shares held by the Company in treasury
Member State	any member state of the European Economic Area
Money Laundering Regulations	the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017
NAV or **Net Asset Value**	the value, as at any date, of the assets of the Company after deduction of all its liabilities, before deducting dividends that have been declared but not paid as at the relevant reporting date, determined in accordance with the accounting policies adopted by the Company from time to time

NAV per NewRiver Share	at any time the NAV attributable to the NewRiver Shares divided by the number of NewRiver Shares in issue (other than NewRiver Shares held in treasury) at the date of calculation
NewRiver Board	the board of directors of NewRiver
NewRiver Confidentiality Agreement	the confidentiality agreement dated 25 June 2024 between NewRiver and Capital & Regional, a summary of which is set out in paragraph 10.4 of Part 8 (*Additional Information*) of this document
NewRiver General Meeting	the general meeting of NewRiver to be held at the offices of Eversheds Sutherland (International) LLP, One Wood Street, London EC2V 7WS on 13 November 2024, notice of which is set out in Part 11 (*Notice of General Meeting*) of this document
NewRiver Group	NewRiver and its subsidiary undertakings and associated undertakings (including any joint venture, partnership, firm or company) in which NewRiver and/or such undertakings (aggregating their interests) have a Substantial Interest
NewRiver Overseas Shareholders	NewRiver Shareholders with registered addresses outside the United Kingdom or who are citizens or residents outside the United Kingdom
NewRiver Portfolio	the property assets of the NewRiver Group as at the date of this document, details of which are set out in Part 2 (*Information on the NewRiver Group*) of this document
NewRiver Retail	NewRiver Retail Limited, a company incorporated in Guernsey with registered number 50463 and whose registered office is at Old Bank Chambers, La Grande Rue, St Martin's, Guernsey, Channel Islands GY4 6RT
NewRiver Shares or **Ordinary Shares**	ordinary shares of £0.01 each in the capital of the Company and, as the context may require, may include Existing Ordinary Shares and Consideration Shares
NewRiver Share Incentive Plans	the DBP, PSP, CSOP and Unapproved Plan
Nomination Committee	the nomination committee of the Board
Non-PID Dividend	a dividend paid by the Company that is not a PID
Notice of General Meeting	the notice of the NewRiver General Meeting contained in Part 11 (*Notice of General Meeting*) of this document
Offer Document	should the Acquisition be implemented by means of a Takeover Offer, the document to be sent to Capital & Regional Shareholders containing the full terms and conditions of such Takeover Offer
Offer Period	the offer period (as defined in the Takeover Code) relating to Capital & Regional which commenced on 23 May 2024
Offer Period Last Practicable Date	close of business on 22 May 2024, being the last Business Day immediately prior to the commencement of the Offer Period
Official List	the Official List of the FCA
Ordinary Shares	ordinary shares of £0.01 each in the capital of NewRiver (including, if the context requires, the Existing Ordinary Shares and/or the Consideration Shares)
Overseas Shareholders	Capital & Regional Shareholders with registered addresses outside the United Kingdom or who are citizens or residents outside the United Kingdom
Panmure Liberum	Panmure Liberum Limited

PID	the distribution by the Company of the profits of its Property Rental Business, including distributions received by it from other UK REITs, by way of a dividend in cash or the issue of share capital in lieu of a cash dividend in accordance with Section 530 of the CTA 2010
Placing	the placing of the Placing Shares announced on 18 September 2024 pursuant to which NewRiver raised net proceeds of £48.9 million, in aggregate
Placing Agreement	the placing agreement dated 18 September 2024 between NewRiver and the Joint Brokers, a summary of which is set out in paragraph 10.1 of Part 8 (*Additional Information*) of this document
Placing Price	means 80 pence per Placing Share
Placing Shares	the 62,737,200 Ordinary Shares issued by the Company pursuant to the Placing
Property Rental Business	in respect of a REIT, "Property Rental Business" as defined for the purposes of Part 12 CTA 2010
Property Valuers	Knight Frank, Colliers and CBRE
Property Valuation Reports	the CBRE Property Valuation Report, the Colliers Property Valuation Report and the Knight Frank Property Valuation Reports
Proposals	the issue and allotment of the Consideration Shares in connection with the Acquisition Resolution, and Admission
Prospectus	the prospectus component of this document prepared in accordance with the Prospectus Regulation Rules of the FCA made pursuant to section 73A of FSMA
Prospectus Delegated Regulation	Delegated Regulation (EU) 2019/980 of 14 March 2019 supplementing the Prospectus Regulation, which forms part of UK domestic law by virtue of the EUWA
Prospectus Regulation Rules	the rules and regulations made by the FCA under Part VI of FSMA
PSP	the NewRiver REIT plc Performance Share Plan 2016
PwC	PricewaterhouseCoopers LLP
Quantified Financial Benefits Statement	the statements of estimated cost savings and synergies arising out of the Acquisition set out in paragraph 12 of Part 8 (*Additional Information*) of this document
Register	the register of members of the Company
Registrar	Link Market Services Limited, trading as Link Group
Regulation S	Regulation S promulgated under the US Securities Act
Regulatory Condition	in relation to Capital & Regional Property Management Limited the FCA: (i) having given written notice for the purposes of section 189(4) of the FSMA that the FCA has determined to approve the acquisition of Control by any person who would as a result of the Acquisition be treated as a Controller unconditionally; or (ii) having given written notice for the purposes of section 189(7) of FSMA that the FCA has determined to approve the acquisition of Control by any person who would as a result of the Acquisition be treated as a Controller subject to conditions satisfactory to NewRiver (acting reasonably); or (iii) being treated, by virtue of section 189(6) of FSMA, as having approved the acquisition of Control by any person who would as a result of the Acquisition be treated as a Controller. For the purposes of this Regulatory Condition only,

	references to acquiring "Control" are to be read, where applicable, as having the meaning ascribed to it in Section 181 of FSMA (the threshold for which being modified, where relevant, by the FSMA (Controllers) (Exemption) Order 2009 as amended) and references to "Controller" having the meaning ascribed to it in Section 422 of FSMA
REIT	a company or group to which Part 12 of the CTA 2010 applies (including, where relevant, a REIT Group)
REIT Group	a group UK REIT within the meaning of Part 12 CTA 2010
REIT Regime	Part 12 CTA 2010 (and related regulations)
Relevant Registered Shareholder	a Shareholder who holds all or some of the shares in the Company that comprise a Substantial Shareholding (whether or not a Substantial Shareholder)
Remuneration Committee	the remuneration committee of the NewRiver Board
Renewal Resolutions	the resolutions to be proposed at the NewRiver General Meeting to approve the renewal of certain resolutions passed at the 2024 Annual General Meeting
Reporting Obligation	any obligation from time to time of the Company to provide information or reports to HMRC as a result of or in connection with the Company's status, or the Company's status as a REIT
Residual Business	that part of the business of companies within a REIT that is not part of the Property Rental Business
Resolutions	the Acquisition Resolution and the Renewal Resolutions
RICS	Royal Institution of Chartered Surveyors
RIS (or Regulatory Information Service)	a regulatory information service authorised by the FCA to release regulatory announcements to the London Stock Exchange
Scheme	the proposed scheme of arrangement under Part 26 of the Companies Act between Capital & Regional and the Scheme Shareholders set out in the Scheme Document pursuant to which Scheme Shareholders shall be issued Consideration Shares by NewRiver
Scheme Court Order	the order of the Court sanctioning the Scheme under section 899 of the Companies Act
Scheme Document	the scheme document to be posted to the Capital & Regional Shareholders on the same date as this document
Scheme Record Time	the time and date specified in the Scheme Document by reference to which the entitlements of Scheme Shareholders under the Scheme will be determined, expected to be 6.00 p.m. on the Business Day after the Scheme Sanction Hearing, expected to be 9 December 2024
Scheme Sanction Hearing	the hearing of the Court to sanction the Scheme under section 899 of the Companies Act, including any adjournment thereof
Scheme Shareholders	the holders of Scheme Shares
Scheme Shares	all Capital & Regional Shares: (a) in issue at the date of the Scheme Document and which remain in issue at the Scheme Record Time; (b) (if any) issued after the date of the Scheme Document and prior to the Voting Record Time and which remain in issue at the Scheme Record Time; and

	(c) (if any) issued at or after the Voting Record Time and prior to the Scheme Record Time in respect of which the original or any subsequent holder thereof is bound by the Scheme, or shall by such time have agreed in writing to be bound by the Scheme and which remain in issue at the Scheme Record Time, but excluding any Excluded Shares
SDRT	stamp duty reserve tax
Shareholder or **NewRiver Shareholder**	a holder of NewRiver Shares
Shore Capital	Shore Capital Stockbrokers Limited
SIPP	a UK self-invested personal pension scheme
South African Rand	the lawful currency of South Africa
South African Register	the branch register of Capital & Regional Shareholders kept and maintained by, or on behalf of Capital & Regional and recording at any point in time the Capital & Regional Shares held on the Johannesburg Stock Exchange
South African Companies Act	the South African Companies Act, No 71 of 2008 (as amended)
South African Financial Markets Act	the South African Financial Markets Act, No 19 of 2012 (as amended)
SPV	special purpose vehicle
Sponsor Agreement	the Sponsor Agreement dated 21 October 2024 between NewRiver and Panmure Liberum a summary of which is set out in paragraph 10.2 of Part 8 (*Additional Information*) of this document
SSAS	a UK small self-administered pension scheme
Substantial Interest	in relation to an undertaking, a direct or indirect interest in 20 per cent. or more of the total voting rights conferred by the equity share capital of such undertaking
Substantial Shareholder	any person whose Interest in the Company, whether legal or beneficial, direct or indirect, may cause the Company to be liable to pay tax under Section 551 of CTA 2010 (as such legislation may be modified, supplemented or replaced from time to time) on or in connection with the making of a Distribution to or in respect of such person including, at the date of adoption of the Articles, any holder of excessive rights as defined in Section 553 of CTA 2010
Substantial Shareholding	the shares in relation to which or by virtue of which (in whole or in part) a person is a Substantial Shareholder
Takeover Code	the City Code on Takeovers and Mergers
Takeover Offer	should the Acquisition be implemented by way of a takeover offer as defined in section 974 of the Companies Act 2006, the offer to be made by or on behalf of NewRiver to acquire the entire issued ordinary share capital of Capital & Regional and, where the context requires, any subsequent revision, variation, extension or renewal of such offer
Takeover Panel	the Panel on Takeovers and Mergers
total accounting return	the movement in EPRA NTA over a period plus dividends paid in the period, expressed as a percentage of the EPRA NTA at the start of the period

total NAV return	growth in the NAV per NewRiver Share plus dividends paid per NewRiver Share, in the relevant period
UFFO	Underlying Funds From Operations
Unapproved Plan	the NewRiver REIT plc Unapproved Share Option Plan 2016
UK Corporate Governance Code	the UK Corporate Governance Code as published by the Financial Reporting Council from time to time
UK Listing Rules	the UK listing rules, made by the FCA under Part 6 of FSMA, as amended from time to time, and the UK Listing Rules Instrument 2024 (FCA 2024/23)
UK Market Abuse Regulation	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 the domestic law of the United Kingdom by virtue of the EUWA
UK Prospectus Regulation	Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, as it forms part of the domestic law of the United Kingdom by virtue of the EUWA
uncertificated or **in uncertificated form**	a share recorded on the Register as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST
United Kingdom or **UK**	the United Kingdom of Great Britain and Northern Ireland
US Exchange Act	US Securities Exchange Act of 1934, as amended
US Securities Act	US Securities Act of 1933, as amended
VAT	value added tax
Voting Record Time	6.30 p.m. on the day two days before the date of the Capital & Regional Court Meeting or any adjournment of it (as the case may be), in each case excluding any day that is not a Business Day

Part 11

Notice of General Meeting

NOTICE OF GENERAL MEETING

NEWRIVER REIT PLC

(*incorporated in England and Wales with company number 10221027*)

NOTICE IS HEREBY GIVEN THAT a General Meeting of NewRiver REIT plc (the "**Company**") will be held at the offices of Eversheds Sutherland (International) LLP, One Wood Street, London EC2V 7WS at 10.15 a.m. on 13 November 2024 for the purpose of considering and, if thought fit, passing Resolutions 1 and 2 as ordinary resolutions and Resolutions 3 and 4 as special resolutions.

Unless expressly stated otherwise, terms defined in the combined prospectus and circular sent to shareholders in the Company on 21 October 2024, of which this Notice of General Meeting forms part (the "**Prospectus**"), shall have the same meanings in this Notice of General Meeting.

ACQUISITION RESOLUTION

ORDINARY RESOLUTION

1. Allotment of Consideration Shares in connection with the Acquisition

That, the Directors be and hereby are generally and unconditionally authorised, in addition to any existing authorities, pursuant to section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot new ordinary shares of £0.01 each in the capital of the Company (the "**Consideration Shares**") and grant rights to subscribe for or to convert any security into Consideration Shares (for the purposes of issuing the Consideration Shares pursuant to the proposed acquisition by the Company of the entire issued and to be issued share capital of Capital & Regional plc, to be effected pursuant to a scheme of arrangement under Part 26 of the Companies Act 2006 (the "**Scheme**") (or by way of a takeover offer as defined in section 974 of the Companies Act 2006 ("**Takeover Offer**")), (the "**Acquisition**"), up to an aggregate nominal amount of £1,006,734 representing 27 per cent. of the issued ordinary share capital of the Company as at 17 October 2024, being the latest practicable date prior to publication of this Notice of General Meeting, and approximately 21 per cent. of the issued ordinary share capital of the Company immediately after admission of the maximum number of Consideration Shares that could be issued pursuant to the Acquisition to the Equity Shares (Commercial Companies) category of the Official List of the Financial Conduct Authority and to trading on the main market of London Stock Exchange plc ("**Admission**"), in each case, credited as fully paid, with authority to deal with fractional entitlements arising out of such allotment as they think fit and to take all such other steps as they may in their absolute discretion deem necessary, expedient or appropriate to implement such allotments in connection with the Acquisition, and which authority shall expire (unless previously revoked, renewed or varied by the Company in general meeting) at the conclusion of the annual general meeting of the Company to be held in 2025, save that the Company may before such expiry make an offer or enter into an agreement which would or might require shares to be allotted, or rights to subscribe for or to convert securities into shares to be granted, after such expiry and the Directors may allot shares or grant such rights in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired.

RENEWAL RESOLUTIONS

ORDINARY RESOLUTION

2. Authority to allot shares

That, in place of any unutilised authority given to the Directors at the last annual general meeting of the Company or otherwise (but without prejudice to the authority of the Directors to allot equity securities, or grant rights to subscribe for, or to convert any equity securities into shares, pursuant to an offer or agreement made by the Company before the expiry of any such authority pursuant to which such offer or agreement were made), the Directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("**Rights**"):

2.1 up to an aggregate nominal amount of £1,260,588; and

2.2 up to an additional aggregate nominal amount of £1,260,588 provided that (a) they are equity securities (within the meaning of section 560(1) of the Companies Act 2006) and (b) they are offered in connection with a rights issue, open offer or other pre-emptive offer, open for acceptance for a period fixed by the Directors, to holders of ordinary shares on the register of shareholders at such record date as the Directors' may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record date and to other holders of equity securities entitled to participate therein (if any), subject to such exclusions or other arrangements as the Directors' may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter,

provided that this authority shall expire at the conclusion of the next annual general meeting of the Company, or, if earlier, at the close of business on 5 November 2025, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant Rights pursuant to any such offer or agreement as if this authority had not expired.

SPECIAL RESOLUTION

3. Dis-application of statutory pre-emption rights

That, if Resolution 2 is passed and in addition to the powers contained therein, the Directors be and are hereby authorised pursuant to sections 570 and 573 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of that Act) for cash and/or to sell ordinary shares held by the Company as treasury shares pursuant to the authority conferred by Resolution 2 as if section 561 of that Act did not apply to any such allotment or sale, such authority to be limited:

3.1 to the allotment of equity securities or sale of treasury shares, in connection with a rights issue, open offer or other pre-emptive offer to existing ordinary shareholders (other than shareholders holding treasury shares) in proportion (as nearly as may be practicable) to their respective holdings and holders (excluding any holding of shares as treasury shares) of any other class of equity securities in existence with the right to participate in allotments of such class of equity securities, subject to such exclusions or other arrangements as the Directors' may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter;

3.2 to the allotment of equity securities or the sale of treasury shares (otherwise than under paragraph 3.1 above), up to a maximum nominal amount of £378,176; and

3.3 the allotment of equity securities and/or sale of treasury shares, otherwise than pursuant to paragraphs 3.1 or 3.2 above, up to a nominal amount equal to 20 per cent. of any allotment of equity securities and/or sale of treasury shares from time to time under paragraph 3.2 above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such authority to expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, at the close of business on 5 November 2025) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the

Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

4. Dis-application of statutory pre-emption rights for acquisitions and other capital investments

That, if Resolution 2 is passed and in addition to the powers contained therein and in Resolution 3, the Directors be and are hereby authorised pursuant to sections 570 and 573 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of that Act) and/or to sell ordinary shares held by the Company as treasury shares for cash under the authority given by Resolution 2 as if section 561 of that Act did not apply to any such allotment or sale, such authority to be:

4.1 limited to the allotment of equity securities or sale of treasury shares up to a maximum nominal amount of £378,176 used only for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the board of the Company determines to be an acquisition or specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice; and

4.2 limited to the allotment of equity securities and/or sale of treasury shares, otherwise than pursuant to paragraph (a) above, up to a nominal amount equal to 20 per cent. of any allotment of equity securities and/or sale of treasury shares from time to time under paragraph 4.1 above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such authority to expire at the conclusion of the next annual general meeting of the Company (or, if earlier, at the close of business on 5 November 2025) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

By order of the Board

Kerin Williams
Company Secretary

Registered Office:
89 Whitfield Street
London
England
W1T 4DE

Dated: 21 October 2024

Notes:

1. Shareholders entitled to attend and vote at the meeting may appoint one or more proxies (who need not be shareholders) to exercise all or any of their rights to attend, speak and vote on their behalf. More than one proxy may be appointed provided that each proxy is appointed to exercise rights attached to different shares. A proxy need not be a shareholder of the Company. To have the right to attend and vote at the meeting you must hold ordinary shares in the Company and your name must be entered on the share register of the Company in accordance with note 5 below.

2. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 ("**nominated persons**"). Nominated persons may have a right under an agreement with the shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

3. To be valid, proxy instructions and forms of proxy (and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) must be received by the Company's Registrar, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL as soon as possible and, in any event, so as to arrive no later than 10.15 a.m. on 11 November 2024.

4. You can vote by logging on to www.signalshares.com and following the instructions. If you have not done so already, you will need to register your account using your Investor Code, which can be found on your share certificate. In order to vote online, you will need to visit www.signalshares.com, search 'NewRiver REIT' and use your Investor Code to log in or register. Once you have logged in, simply click the 'Vote Online Now' button and follow the procedure as instructed. Alternatively, you can vote via LinkVote+, a free app for smartphone and tablet provided by Link Group (the company's registrar). It offers shareholders the option to submit a proxy appointment quickly and easily online, as well as real-time access to their shareholding records. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.

   Apple App Store **GooglePlay**

   Alternatively, you may request a hard copy form of proxy directly from the Registrars, Link Group, via email at shareholderenquiries@linkgroup.co.uk or on 0371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales. In order for a proxy appointment to be valid, in each case a valid proxy appointment must be made through www.signalshares.com or LinkVote+ or a form of proxy must be received by Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL by 10.15 a.m. on 11 November 2024. If you are a CREST member, you may submit your proxy electronically through CREST by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below. In addition, if you are an institutional investor, you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 10.15 a.m. on 11 November 2024, in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours (excluding any part of a day that is not a Business Day) before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

5. The right of a shareholder to vote at the meeting will be determined by reference to the share register. To be entitled to attend, vote and speak at the meeting, shareholders must be registered in the share register of the Company at close of business on 11 November 2024 (or, in the event of any adjournment, by close of business on the date which is two days before the time of the adjourned meeting excluding any part of a day which is not a working day).

6. a. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual on the Euroclear website (www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

   b. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & International Limited specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID: RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

   c. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35 (5) (a) of the Uncertificated Securities Regulations 2001.

   d. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that their CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

7. Unless otherwise indicated on the Form of Proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.

8. As at the Last Practicable Date, there were 378,176,668 ordinary shares of one penny in the capital of the Company in issue which each carried one vote and of which 2,400,385 were being held in the Employee Benefit Trust ('**EBT**'). The Company does not hold any Treasury Shares. The total number of voting rights in the Company at that date was therefore 375,776,283.

9. A shareholder of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder of the Company,

provided that they do not do so in relation to the same shares. It is no longer necessary to nominate a designated corporate representative.

10. Any member attending the Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting, but no such answer need be given if:

    a. to do so would interfere unduly with the proceedings of the Meeting or involve disclosure of confidential information; or

    b. the answer has already been given on a website in the form of an answer to a question.

11. A copy of this notice, and other information required by section 311A of the Companies Act 2006, can be found at the Company's website: www.nrr.co.uk.

APPENDIX 1

Property Valuation Reports

Part A

Knight Frank Valuation Report (NewRiver Portfolio)

Valuation Report

NewRiver REIT plc
Valuation date: 30 June 2024

Important Notice to all readers of this report
Unless you are the Client named within this report, or have been explicitly identified by us as a party to whom we owe a responsibility, a duty of care and who is entitled to rely on this report, Knight Frank LLP does not owe or assume any duty of care to you in respect of the contents of this report and you are not entitled to rely upon it.

NewRiver REIT plc
89 Whitfield Street
London
W1T 4DE (hereinafter referred to as the “**Client**” and the “**Offeror**”)

Jefferies International Limited (acting as lead financial adviser and joint corporate broker to the Client)
100 Bishopsgate
London
EC2N 4JL (hereinafter referred to as the “**Offeror Financial Adviser**”)

Panmure Liberum Limited (acting as sole sponsor and joint corporate broker to the Client)
Ropemaker Place
Level 12
25 Ropemaker Street
London
EC2Y 9LY (hereinafter referred to as the “**Offeror Sponsor**”)

Kinmont Limited (acting as joint financial adviser to the Client)
5 Clifford Street
London
W1S 2LG

Shore Capital Stockbrokers Limited (acting as joint corporate broker to the Client)
Cassini House
57 St James’s Street
London
SW1A 1LD

(together, hereinafter referred to as the “**Offeror Addressees**”)

Capital & Regional plc
Strand Bridge House
138-142 Strand
London
WC2R 1HH (hereinafter referred to the “**Offeree**”)

Numis Securities Limited (trading as Deutsche Numis) (acting as joint financial adviser and joint corporate broker to Offeree)
45 Gresham Street
London
EC2V 7BF

Stifel Nicolaus Europe Limited (acting as joint financial adviser and joint corporate broker to Offeree)
4th Floor
150 Cheapside
London
EC2V 6ET

(together, hereinafter referred to as the "**Offeree Joint Financial Advisers**")
(each an "**Addressee**" and together the "**Addressees**")

Our Ref: 1148756
Date of issue: 21 October 2024

Dear Sir/Madam

Valuation Report in respect of the properties of NewRiver REIT plc as at 30 June 2024 for inclusion in a Rule 2.4 Announcement, Rule 2.7 Announcement, Scheme Document and Prospectus ("Valuation Report")

Further to your instructions, we are pleased to provide our Valuation Report in respect of the freehold, heritable or leasehold interests in the properties ("**Properties**") set out in Appendix 1 (Schedule of Properties) below in connection with inclusion in a Rule 2.4 Announcement, Rule 2.7 Announcement, Scheme Document to be published by the Offeree and a Prospectus to be published by the Offeror, in connection with a possible acquisition of the entire issued, and to be issued, share capital of the Offeree by the Offeror (the "**Transaction**").

Signed for and on behalf of Knight Frank LLP

Signature.

Gavin Spreyer MRICS
RICS Registered Valuer
Partner, Valuation & Advisory

Tom Withey MRICS
RICS Registered Valuer
Partner, Valuation & Advisory

Knight Frank
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Knight Frank is the trading name of Knight Frank LLP. Knight Frank LLP is a limited liability partnership registered in England and Wales with registered number OC305934. Our registered office is at 55 Baker Street, London W1U 8AN where you may look at a list of members' names. If we use the term 'partner' when referring to one of our representatives, that person will either be a member, employee, worker or consultant of Knight Frank LLP and not a partner in a partnership.

1. About this report

Engagement of Knight Frank LLP

1.1 This Valuation Report sets out our valuation, as at 30 June 2024 ("**Valuation Date**"), of the Properties ("**Valuation**"). This Valuation Report has been prepared in accordance with our Terms of Engagement letter dated 13 September 2024 addressed to the Addressees, and our General Terms of Business for Valuation Services (together the "**Agreement**").

Client

1.2 We have been instructed to prepare this Valuation Report by NewRiver REIT plc. However as set out above, this Valuation Report has also been addressed to other Addressees.

Valuation standards

1.3 The Valuation has been undertaken in accordance with and complies with: (a) the current editions of RICS Valuation – Global Standards, which incorporate the International Valuation Standards, and the RICS UK National Supplement. References to the "Red Book" refer to either or both of these documents, as applicable; (b) Rule 29 of the City Code on Takeovers and Mergers (the "Code") as issued by the UK Panel on Takeovers and Mergers; (c) paragraphs 128-130 of the Financial Conduct Authority ("FCA") Primary Market Technical Note 619.1 (the "FCA Technical Note"); and (d) Rules 5.4.5 and 5.4.6 of the UK Prospectus Regulation Rules published by the FCA. This Valuation Report is an unqualified valuation report prepared in accordance with the requirements of Rule 29 of the Code by a valuer who has had access to sufficient information to prepare it.

1.4 The Properties have been valued by a valuer who is qualified for the purposes of the Valuation in accordance with Rule 29 of the Code. For the purposes of this Valuation Report, "**UK Prospectus Regulation Rules**" shall mean the prospectus regulation rules made by the FCA for the purposes of part 6 of the Financial Services and Markets Act 2000, as amended.

Status and experience of valuer

Valuer and expertise

1.5 The valuers, on behalf of Knight Frank LLP, with the responsibility for this Valuation Report are Gavin Spreyer MRICS, RICS Registered Valuer and Tom Withey MRICS, RICS Registered Valuer ("Responsible Valuers"). Parts of the Valuation have been undertaken by additional valuers as listed on our file.

1.6 We confirm that the Responsible Valuers and any additional valuers who value the Properties meet the requirements of the Red Book and Rule 29.3(a)(iii) of the Code in having sufficient current knowledge of the particular market and the skills and understanding to undertake the Valuation and prepare this Valuation Report competently and are appropriately qualified for the purposes of the Valuation as required by Rule 29.3(a)(ii) of the Code and are independent of the parties to the offer as required by Rule 29.3(a)(i) of the Code.

1.7 We confirm that we are not aware of any reason why we would not satisfy the requirements of Rule 29.3(a)(i) of the Code.

Conflicts of Interest: Declaration and Disclosures

1.8 We confirm that the Responsible Valuers and additional valuers meet the requirements of the Red Book, having sufficient current knowledge of the particular market and the skills and understanding to undertake the Valuation competently.

1.9 We confirm that we have no material interest in the Client and we have acted as an External Valuer for the purpose of valuing the Properties pursuant to the terms of our letter of engagement dated 14 August 2017.

1.10 This Valuation Report has been vetted as part of Knight Frank LLP's quality assurance procedures.

1.11 We recognise and support the RICS Rules of Conduct and have procedures for identifying conflicts of interest.

Independence

1.12 Knight Frank LLP currently values the Properties, for financial reporting purposes, on behalf of the Client. The total fees for this assignment, earned by Knight Frank LLP (or other companies forming part of the same group of companies within the UK) from the Client (or other companies within the UK) is less than 5.0% of the total UK revenues. It is not anticipated that there will be a material increase in the proportion of the fees payable, or likely to be payable, by the Client.

1.13 Other than these valuation services, Knight Frank LLP has no material involvement with the assets being valued and we confirm that we can report without any material conflict.

Use of this Valuation

Purpose of valuation

1.14 The Valuation and this Valuation Report are each provided solely for the purpose of:

(A) inclusion in an announcement proposed to be made by the Offeror pursuant to Rule 2.4 of the Code in connection with the Transaction (the **"Rule 2.4 Announcement"**);

(B) inclusion in an announcement proposed to be made by the Offeror and the Offeree pursuant to Rule 2.7 of the Code in connection with the Transaction (the **"Rule 2.7 Announcement"**);

(C) inclusion in a scheme circular to be published by the Offeree in connection with the Transaction (the **"Scheme Document"**);

(D) inclusion in a prospectus to be published by the Offeror in connection with the Transaction and the issue and allotment of new shares in the capital of the Offeror pursuant, amongst other things, to the terms of the Transaction (the **"Prospectus"**);

(E) inclusion and/or reference to it in any other announcements, documents and/or supplementary documents required to be released by the Offeror and/or the Offeree pursuant to the Code and which directly relate to the Transaction (each a **"Code Document"**); and

(F) publication on the Offeror's website and the Offeree's website in accordance with the requirements of Rule 26.3 of the Code and the UK Prospectus Regulation Rules, (together, the **"Purpose"**).

Reliance

1.15 This Valuation Report has been prepared for the Addressees only and is for the use of, and may be relied upon by, the Addressees for the Purpose. Notwithstanding the General Terms, we acknowledge that this Valuation Report will also be for the use of the shareholders of the Offeror and the Offeree for the Purpose set out above.

1.16 Save for: (a) the Addressees; and (b) any responsibility arising under the Code and/or the UK Prospectus Regulation Rules to any person as and to the extent there provided, in accordance with Clauses 3 & 4 of the General Terms and to the fullest extent permitted by law, we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in accordance with this Valuation Report or our statement, required by and given solely for the purposes of complying with the UK Prospectus Regulation Rules and Rule 29 of the Code.

Disclosure & publication

1.17 The Valuation has been prepared for the Client and in accordance with the Agreement which governs its purpose and use. As stated in the Agreement, this Valuation Report is confidential to the Addressees and must not be disclosed to any person other than for the Purpose without our express written consent. Other than for the Purpose, neither the whole, nor any part of this Valuation Report nor any reference thereto may be included in any prospectus, listing particulars, published document, circular or statement nor published in any way without our prior written approval of the form or context in which it may appear.

1.18 Notwithstanding paragraph 1.17 above, this Valuation Report may be disclosed as set out below:

Subject to the terms and conditions (but disregarding for these purposes clauses 4.3 to 4.6 (inclusive) of the General Terms) of the Agreement and our approval of the form and context thereof, we hereby confirm that we will authorise and consent to the disclosure of this Valuation Report:

i. as may be required by any applicable court of competent jurisdiction or other competent judicial or governmental body or any applicable law or regulation or pursuant to government action, regulatory requirement or request;

ii. to each Addressee's affiliates and each Addressee's affiliates' respective directors, officers, employees, agents, professional advisers, insurers, auditors and bankers that need to see the Valuation in connection with the Purpose;

iii. in the case of the Offeror Addressees, in seeking to establish a defence or otherwise in connection with any actual or threatened legal or regulatory proceedings or investigation relating to the matters set out in this Valuation Report or claims that may be brought against them arising from their roles as financial adviser, sponsor and/or joint corporate broker (as applicable) to the Offeror;

iv. in the case of the Offeree Joint Financial Advisers, in seeking to establish a defence or otherwise in connection with any actual or threatened legal or regulatory proceedings or investigation relating to the matters set out in this Valuation Report or claims that may be brought against them arising from their roles as joint financial adviser and/or joint corporate broker (as applicable) to the Offeree;

v. in investor presentations and other investor education materials prepared in connection with the Transaction, and in any private discussions with Investors or other third parties in connection with the Transaction;

vi. for the Purpose; and

vii. to any Addressee's insurers in respect of any claim or potential claim relating to the Transaction, but in each case only on the basis that: (a) such disclosure is made to inform the recipient that Knight Frank have no duty of care and therefore shall have no liability to the recipient in respect of the relevant document; and (b) such recipient agrees not to provide a copy of the document to any other person without the prior written consent of Knight Frank.

1.19 It is a condition of such disclosure that each party in receipt of this Valuation Report that is not an Addressee agrees and acknowledges that this Valuation Report cannot be relied upon by them, and we do not accept any responsibility, duty of care or liability to them, whether in contract, tort (including negligence), misrepresentation or otherwise in respect of the Valuation and the information it contains. For the avoidance of doubt, nothing in the preceding sentence shall affect our responsibility, for the purposes of Rule 5.3.2R(2)(f) of the UK Prospectus Regulation Rules, or under paragraphs 1.15 and 1.16 of this Valuation Report for the information contained in this Valuation Report.

1.20 This Valuation Report complies with Rule 29 of the Code and we understand that the publication or reproduction by the Offeror or the Offeree of this Valuation Report and/or the information contained herein as required by Rules 26 and 29 of the Code is necessary, including in the Rule 2.4 Announcement, the Rule 2.7 Announcement, the Scheme Document and any Code Document.

1.21 We confirm that this Valuation Report complies with Rules 5.4.5G and 5.4.6G of the UK Prospectus Regulation Rules and paragraphs 128 to 130 of the FCA Technical Note.

1.22 We confirm that the information contained in the Prospectus which is extracted from this Valuation Report is accurate, balanced and complete and is not misleading or inconsistent with this Valuation Report as prepared by us and has been properly extracted, derived or computed from this Valuation Report.

1.23 The Addressees agree and acknowledge that we shall have no liability for any error, omission or inaccuracy in this Valuation Report to the extent resulting from our reliance on information provided by or on behalf of the Client unless otherwise stated. Notwithstanding the above, we highlight the restricted nature of this instruction, in accordance with the Red Book; as a result the reliance that can be placed on the Valuation is limited.

Verification

1.24 We recommend that before any financial transaction is entered into based upon the Valuation, you obtain verification of any third-party information contained within this Valuation Report.

1.25 We would advise you that whilst we have valued the Properties reflecting current market conditions, there are certain risks which may be, or may become, uninsurable. Before undertaking any financial transaction based upon this Valuation, you should satisfy yourselves as to the current insurance cover and the risks that may be involved should an uninsured loss occur.

Limitations on liability

1.26 Knight Frank LLP's total liability for any direct loss or damage (whether caused by negligence or breach of contract or otherwise) arising out of or in connection with this Valuation is limited in accordance with the terms of the Agreement. Knight Frank LLP accepts no liability for any indirect or consequential loss or for loss of profits.

1.27 We confirm that we hold adequate and appropriate PII cover for this instruction.

1.28 No claim arising out of or in connection with this Valuation may be brought against any member, employee, partner or consultant of Knight Frank LLP. Those individuals will not have a personal duty of care to any party and any claim for losses must be brought against Knight Frank LLP.

1.29 Nothing in this Valuation shall exclude or limit our liability in respect of fraud or for death or personal injury caused by our negligence or for any other liability to the extent that such liability may not be excluded or limited as a matter of law or regulation.

Scope of work

General Scope of Valuation Work

1.30 The Valuation has been undertaken, and this Valuation Report prepared, in accordance with the General Scope of Valuation Work appended to this Valuation Report at Appendix 2.

Information to be relied upon

1.31 We have relied upon the information previously provided to us by the Client, or by third parties in respect of the 30 June 2024 Valuation and will assume it to be correct for the purposes of the Valuation unless you inform us otherwise, subject only to any valuation that we have agreed to undertake.

1.32 Where we express an opinion in respect of (or which depends upon) legal issues, any such opinion must be verified by your legal advisors before any Valuation can be relied upon.

1.33 We are instructed to rely on floor areas and tenancy information provided by the Client. We have not read lease agreements nor verified accordance between tenancy schedule and lease terms.

1.34 Knight Frank LLP cannot be held liable as regards the legal description of the Properties, its use, non-compliance with statutory requirements, technological and natural risks, the areas taken into account, the existence of concealed defects, presence of asbestos, adverse ground condition, presence of soil contamination, presence of insects, noxious animals or plants, rot, or deleterious materials, etc. This Valuation Report comments on the above on the basis of Technical or Environmental reports, if provided.

Inspections

1.35 In undertaking the Valuation and in our role as External Valuers under the existing statutory valuation, we have carried out an inspection of the Properties internally and externally. Our inspections of all the Properties have been undertaken within the last six months.

Information Provided

1.36 In this Valuation Report we have been provided with information by the Client, its advisors and other third parties. We have relied upon this information as being materially correct in all aspects.

1.37 In the absence of any documents or information provided, we have had to rely solely upon our own enquiries as outlined in this Valuation Report.

1.38 We have assumed there to be good and marketable titles to the Properties. We have made oral enquiries with the Client where appropriate and have taken account, insofar as we are aware, of unusual outgoings, planning proposals and onerous restrictions or local authority intentions which affect the Properties. However, this information has been provided to us on the basis that it should not be relied upon.

1.39 We have been supplied with details of tenure and tenancies and have valued on the basis that there are no undisclosed matters which would affect our valuation.

1.40 We have not undertaken any building surveys or environmental audits and are therefore unable to report that the Properties are free of any structural fault, rot, infestation or defects of any other nature, including inherent weaknesses due to the use in construction of materials now suspect. No tests were carried out on any of the technical services. However, we have reflected any apparent wants of repair in our opinion of value as appropriate.

1.41 The Properties have been valued individually, not as part of a portfolio.

Assumptions

1.42 We have assumed, except where we have been informed to the contrary, that there are no adverse ground or soil conditions or environmental contaminations which would affect the present or future use of the Properties and that the load bearing qualities of the site of each property are sufficient to support the buildings constructed or to be constructed thereon.

1.43 The valuation of the long leasehold interest held in The Martlets, Burgess Hill, RH15 9NN has been undertaken on a residual basis reflecting the partial refurbishment and part re-development of the property. Planning consent dated 2 July 2021 exists and has been implemented and the intention is to construct 100 one bedroom and 72 two bedroom apartments, together with commercial accommodation extending to 10,358 sq m (111,496 sq ft) and 16 additional residential units above. There are proposals to sell the land for the development of the 172 residential apartments, subject to restructure of the title. The total gross development value of the refurbishment/redevelopment is in the order of £77,150,000 with the total construction costs including professional fees and finance of £63,400,000.

1.44 With regard to the valuation of the freehold interest in Grays Shopping Centre, Grays, RM17 6QE we have had regard to the existing occupational profile. The Client is pursuing the potential for a comprehensive residential redevelopment and has submitted a planning application for up to 860 residential units, subject to viability. The valuation is based on the existing use value of the property but has regard to the 'hope' for future redevelopment that is implied in the scheme yield.

1.45 Since 30 June 2024 we are aware that Carpetright Plc which occupy a retail warehouse at Vale Gate Retail Park, Cardiff, CF5 6EH, have served notice of intent to file for administration. The full implications of any potential administration are as yet unknown and our valuation currently reflects the uncertainty of the situation.

1.46 We have been informed that there was a fire at Blackburn Retail/Leisure Park, Lower Audley Street, Blackburn, BB2 3DY on 6 May 2023 affecting Unit 2 which was vacant at the date of the fire and Unit 4 which was let to the tenant, B&M Retail Limited. We understand that Unit 4 has been subject to substantial damage and temporary closure and Unit 2 was vacant and also subject to substantial damage. We understand that all insurance re-instatement policies are in place for both Unit 2 and Unit 4 and there is a sufficient level of rent cover on Unit 4, until such time as the building is fully repaired. We have valued both Unit 2 and Unit 4 adopting the investment method of valuation and at the date of valuation Unit 2 was being fitted out by the new tenant Jollyes and Unit 4 was not occupied by B&M and was still undergoing repair works.

1.47 The valuation of the Sprucefield Retail Park, Hillsborough Road, Lisburn, BT27 5UQ and The Moor, Sheffield, South Yorkshire, S1 4PF presented within this valuation report is the 100% freehold or long leasehold interests held in the properties by the respective partnerships. The valuation does not detail the proportionate ownership and value thereof held by the Client. We understand NewRiver REIT plc have a 10% interest in the Partnerships.

1.48 In valuing the property at the Sprucefield Retail Park, Hillsborough Road, Lisburn, BT27 5UQ, terms have been agreed, subject to planning, for Lidl to acquire 2.70 acres of land for the development of a 27,000 sq ft foodstore. There is also surplus development land without planning to which we have applied a value of £1m. We have also had regard to the anticipated practical completion of three retail units in September 2024 pre-let to SC Hospitality Ltd (t/a Slim Chickens), Nandos Chickenland Ltd (t/a Nandos), and Tolren Ltd (t/a Starbucks) and have deducted the remaining construction costs of £1,866,999.

2. Valuation

Methodology

2.1 The Valuation has been undertaken using appropriate valuation methodology and our professional judgement.

Comparative method

2.2 In undertaking the Valuation, we have made our assessment on the basis of a collation and analysis of appropriate comparable transactions, together with evidence of demand within the vicinity of the subject properties. With the benefit of such transactions we have then applied these to the Properties, taking into account size, location, aspect and other material factors.

Investment method

2.3 The Valuation has been carried out using the comparative and investment methods. In undertaking the Valuation, we have made our assessment on the basis of a collation and analysis of appropriate comparable investment and rental transactions, together with evidence of demand within the vicinity of the subject Properties. With the benefit of such transactions we have then applied these to the Properties, taking into account size, location, terms, covenant and other material factors.

Valuation bases

2.4 The basis of value for the Valuation as required by the Code is Market Value and therefore these valuations have been prepared on a Market Value basis.

Market Value

2.5 Market Value is defined within RICS Valuation – Global Standards as:

"The estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion."

Portfolios

2.6 In a valuation of a property portfolio, we have valued the individual properties separately and we have assumed that the individual properties have been marketed in an orderly way.

Market Value

Market Value of Non Partnership Properties

2.7 We are of the opinion that the aggregate Market Value of the freehold, heritable and long leasehold interests in the Properties, subject to the existing tenancies on the assumptions highlighted above, as at the Valuation Date is:

£300,455,000 (Three Hundred Million, Four Hundred and Fifty Five Thousand Pounds).

2.8 The number of Freehold/Heritable and Long Leasehold interests in the Non Partnership Properties and aggregate Market Value is summarised in the table below.

Property Type	Freehold/Heritable	Long Leasehold	Total
Market Value of Properties held for Investment/Development	11 Properties	8 Properties	19 Properties £300,455,000

Market Value of Partnership Properties

2.9 We are of the opinion that the aggregate Market Value of the freehold and long leasehold interests in the Properties, subject to the existing tenancies on the assumptions highlighted above, as at the Valuation Date is:

£99,200,000 (Ninety Nine Million, Two Hundred Thousand Pounds).

2.10 The number of Freehold and Long Leasehold interests in the Partnership Properties and aggregate Market Value is summarised in the table below.

Property Type	Freehold	Long Leasehold	Total
Market Value of Properties held for Investment	1 Property	1 Property	2 Properties £99,200,000

2.11 For the purposes of Rule 29.5 of the Code, we confirm that in our opinion the current valuation of the Properties as at the date of this Valuation Report would not be materially different from the valuation of the Properties as at the Valuation Date.

2.12 We are not aware, as a result of our role as an External Valuer of the Properties of any matter which would materially affect the Market Value of the Properties which is not disclosed in this Valuation Report (subject to the assumptions set out in this Valuation Report) and we are not aware of any matter in relation to this Valuation Report that we believe should be and has not yet been brought to the attention of the Addressees.

2.13 For the purposes of paragraph 130(vi) of the FCA Technical Note, we consider the: (i) 0.20% difference in respect of the Non Partnership Properties; and (ii) -0.77% difference in respect of the Partnership Properties, between the valuation figures in this Valuation Report and the equivalent figures reported in the Client's latest published annual or consolidated accounts for 31 March 2024 to be as a result of the occupational changes, capital expenditure and market movements.

Responsibility

2.14 For the purposes of the Code, we are responsible for this Valuation Report and accept responsibility for the information contained in this Valuation Report and confirm that to the best of our knowledge (having taken all reasonable care to ensure this is the case), the information contained in this Valuation Report is in accordance with the facts and contains no omissions likely to affect its import. This Valuation Report complies with and is prepared in accordance with, and on the basis of, the Code. We authorise its contents for the purposes of Rule 29 of the Code. Knight Frank LLP has given and has not withdrawn its consent to the inclusion of this Valuation Report in the Rule 2.4 Announcement, the Rule 2.7 Announcement, the Scheme Document and in the Prospectus.

2.15 We accept responsibility (including for the purpose of Rule 5.3.2R(2)(f) of the UK Prospectus Regulation Rules) for the information contained in this Valuation Report and to the best of our knowledge, the information contained in this Valuation Report is in accordance with the facts and the Valuation Report makes no omission likely to affect its import.

Consent

2.16 Knight Frank LLP has given and has not withdrawn its consent to the inclusion of this Valuation Report in the Rule 2.4 Announcement, the Rule 2.7 Announcement, the Scheme Document and in the Prospectus published by the Client and/or the Offeree in the form and context in which it is included.

2.17 We consent to the inclusion of the Valuation and this Valuation Report and any extracts or references thereto in the Prospectus and the reference to our name in the form and context in which they are included in the Prospectus (subject to us first approving the form and context in which our Valuation Report will appear).

Appendix 1 List of Properties

Property Address – Retail Warehouse / Supermarket	Tenure	Property Type	Date of Inspection	Ownership Purpose
Hollywood Retail & Leisure, **Barrow-In-Furness**, LA14 2NA	Freehold	Retail Warehouses	01/07/2024	Investment
Waterfront Retail Park, **Barry**, CF63 4BA	Long Leasehold	Retail Warehouses	07/02/2024	Investment
Blackburn Retail/Leisure Park, Lower Audley Street, **Blackburn**, BB2 3DY	Long Leasehold	Retail Warehouses	02/07/2024	Investment
Enterprise 5 Retail Park, Bradford Road, **Bradford**, BD10 8EG	Long Leasehold	Retail Warehouses	02/07/2024	Investment
Vale Gate Retail Park, **Cardiff**, CF5 6EH	Freehold	Retail Warehouses	07/02/2024	Investment
Rishworth Centre & Railway St, **Dewsbury**, WF12 8EQ	Freehold	Retail Warehouses	02/07/2024	Investment
Cuckoo Bridge Retail Park, Glasgow Road, **Dumfries**, DG2 9BF	Heritable	Retail Warehouses	01/07/2024	Investment
Eastham Point, New Chester Road Wirral, **Eastham**, CH62 8HJ	Freehold	Supermarket and Retail Shops	02/07/2024	Investment
South Lakeland Retail Park, Appleby Road, **Kendal**, LA9 6DU	Long Leasehold	Retail Warehouses	01/07/2024	Investment
Kirkstall Retail Park, 1 Savins Mill Way, **Leeds**, LS5 3RP	Long Leasehold	Retail Warehouses	02/07/2024	Investment
The Speke Retail Park, Speke, **Liverpool**, L24 2WZ	Long Leasehold	Retail Warehouses	02/07/2024	Investment

Property Address – Retail Warehouse (Partnership Property)	Tenure	Property Type	Date of Inspection	Ownership Purpose
Sprucefield Retail Park, Hillsborough Road, **Lisburn**, BT27 5UQ	Freehold	Retail Warehouses	14/08/2024	Investment

Property Address – Shopping Centres & Single Retail Unit	**Tenure**	**Property Type**	**Date of Inspection**	**Ownership Purpose**
60-64 Church Walk, **Burgess Hill**, RH15 9AS	Freehold	Single shop unit with vacant upper parts	30/06/2024	Investment
The Martlets, **Burgess Hill**, RH15 9NN	Long Leasehold	Former shopping centre for Development/Refurbishment	30/06/2024	Development
Locks Heath Shopping Village, **Fareham**, SO31 6DX	Freehold	Shopping centre	29/06/2024	Investment
Grays Shopping Centre, **Grays**, RM17 6QE	Freehold	Shopping centre	28/06/2024	Investment
Priory Meadow Shopping Centre, **Hastings**, TN34 1PH	Long Leasehold	Shopping centre	30/06/2024	Investment
The Avenue Shopping Centre, **Newton Mearns**, G77 6AA	Heritable	Shopping centre	01/07/2024	Investment
Abbey Centre, **Newtownabbey**, BT37 9UH	Freehold	Shopping centre	02/07/2024	Investment
The Forum Shopping Centre, **Wallsend**, NE28 8JP	Freehold	Shopping centre	02/07/2024	Investment

Property Address – Shopping Centre (Partnership Property)	**Tenure**	**Property Type**	**Date of Inspection**	**Ownership Purpose**
The Moor, **Sheffield**, S1 4PF	Long Leasehold	Shopping Centre	14/08/2024	Investment

Appendix 2 General Scope of Valuation Work

General Scope of Valuation Work

As required by the RICS Valuation – Global Standards (the "Red Book") this General Scope of Valuation Work describes information we will rely on, the investigations that we will undertake, the limits that will apply to those investigations and the assumptions we will make, unless we are provided with or find information to the contrary.

Definitions

"**Assumption**" is something which it is agreed the valuer can reasonably accept as being true without specific investigation or verification.

"**Property**" is the interest which we are instructed to value in land including any buildings or other improvements constructed upon it.

"**Valuation**" shall mean any valuation report, supplementary report or subsequent/update report, produced pursuant to this engagement and any other replies or information we produce in respect of any such report and/or any relevant property.

1. Property to be valued

1.1 We will exercise reasonable care and skill (but will not have an absolute obligation to you) to ensure that the Property, identified by the address provided in your instructions, is the Property inspected by us and included within our Valuation. If there is ambiguity as to the Property address, or the extent of the Property to be valued, this should be drawn to our attention in your instructions or immediately upon receipt of our Valuation.

1.2 We will rely upon information provided by you or your legal advisers relating to the Property to be valued, including any tenancies, sub-tenancies or other third-party interests. Any information on title and tenure we are provided with by a third party during the course of our investigations will be summarised in our Valuation but will be subject to verification by your legal advisers. We will be under no obligation to make any searches of publicly available land registers. We will not make or commission any investigations to verify any of this information. In particular, we will not investigate or verify that :

(a) all title information relied upon and referred to in our Valuation is complete and correct,

(b) all documentation is satisfactorily drawn,

(c) there are no undisclosed onerous conditions or restrictions that could impact on the marketability of the Property valued, and

(d) there is no material litigation pending, relating to the Property valued.

1.3 Where we provide a plan of the Property in our Valuation this is for identification only. While the plan reflects our understanding based on the information provided to us it must not be relied upon to define boundaries, title or easements.

1.4 Our Valuation will include those items of plant and machinery normally considered to be part of the service installations to a building and which would normally pass with the Property on a sale or letting. We will exclude all other items of process plant, machinery, trade fixtures and equipment, chattels, vehicles, stock and loose tools, and any tenant's fixtures and fittings.

1.5 Unless agreed otherwise in writing we will neither investigate nor include in our Valuation any unproven or unquantified mineral deposits, felled timber, airspace or any other matter which may or may not be found to be part of the Property but which would not be known to a buyer or seller on the valuation date.

1.6 Unless agreed otherwise our Valuation will make the Assumption that all parts of the Property occupied by the current owner on the valuation date would be transferred with vacant possession and any tenancies, sub-tenancies or other third party interests existing on the valuation date will continue.

1.7 Where requested legal title and tenancy information is not provided in full, in the absence of any information provided to the contrary, our Valuation will make the Assumption that the subject Property has good title and is free from any onerous restrictions and/or encumbrances or any such matter which would diminish its value.

2. Portfolios

2.1 Where instructed to value a portfolio of properties, unless specifically agreed with you otherwise, we will value each Property separately on the basis that it is offered individually to the market.

3. Building specification and condition

3.1 We will note the general condition of any building and any building defect brought to our attention and reflect this in our Valuation. We will not undertake a detailed investigation of the materials or methods of construction or of the condition of any specific building element. We will not test or commission a test of service installations. Unless we become aware during our normal investigations of anything to the contrary and mention this in our Valuation, our Valuation will , make the Assumption that:

(a) any building is in a condition commensurate with its age, use and design and is free from significant defect,

(b) no construction materials have been used that are deleterious, or likely to give rise to structural defects,

(c) no potentially hazardous or harmful materials are present, including asbestos,

(d) all relevant statutory requirements relating to use, construction and fire safety have been complied with,

(e) any building services, together with any associated computer hardware and software, are fully operational and free from impending breakdown or malfunction and

(f) the supply to the building of electricity, data cable network and water, are sufficient for the stated use and occupancy.

3.2 If you require information on the structure or condition of any building our specialist building surveyors can provide a suitable report.as a separate service.

4. Environment and sustainability

4.1 Our Valuation will reflect the market's perception of the environmental performance of the Property and any identified environmental risks as at the valuation date. This may include reflecting information you provide to us that has been prepared by suitably qualified consultants on compliance of existing or proposed buildings with recognised sustainability metrics. Where appropriate we will research any freely available information issued by public bodies on the energy performance of existing buildings.

4.2 We will investigate whether the Property has a current Energy Performance Certificate on the relevant government register and report our findings. As part of our valuation service we will not advise on the extent to which the Property complies with any other Environmental, Social or Governance (ESG) metrics or to what extent the building, structure, technical services, ground conditions, will be impacted by future climate change events, such as extreme weather, or legislation aimed at mitigating the impact of such events. If required KF may be able to advise on ESG considerations and their long-term impact on a Property as a separate service.

5. Ground conditions and contamination

5.1 We may rely on any information you provide to us about the findings and conclusions of any specialist investigations into ground conditions or any contamination that may affect the Property. Otherwise our investigations will be limited to research of freely available information issued by Government Agencies and other public bodies for flood risk, recorded mining activity and radon. We will also record any common sources or indicators of potential contamination observed during our inspection.

5.2 Unless specifically instructed by you to do so, we will not commission specialist investigations into past or present uses either of the Property or any neighbouring property to establish whether there is contamination or potential for contamination, or any other potential environmental risk. Neither will we be able to advise on any remedial or preventive measures.

5.3 We will comment on our findings and any other information in our possession or discovered during our investigations in our Valuation.

5.4 Unless we become aware of anything to the contrary and mention this in our Valuation, for each Property valued our Valuation will make the Assumption that:

(a) the site is physically capable of development or redevelopment, when appropriate, and that no extraordinary costs will be incurred in providing foundations and infrastructure,

(b) there are no archaeological remains on or under the land which could adversely impact on value,

(c) the Property is not adversely affected by any form of pollution or contamination,

(d) there is no abnormal risk of flooding,

(e) there are no high voltage overhead cables or large electrical supply equipment affecting the Property

(f) the Property does not have levels of radon gas that will require mitigation work, and

(g) there are no invasive species present at the Property or within close proximity to the Property.

(h) There are no protected species which could adversely affect the use of the Property.

6. Planning and highway enquiries

6.1 We may research freely available information on planning history and relevant current policies or proposals relating to any Property being valued using the appropriate local authority website. We will not commission a formal local search. Our Valuation will make the Assumption that any information obtained will be correct, but our findings should not be relied on for any contractual purpose.

6.2 Unless we obtain information to the contrary, Our Valuation will make the Assumption that:

(a) the use to which the Property is put is lawful and that there is no pending enforcement action,

(b) there are no local authority proposals that might involve the use of compulsory purchase powers or otherwise directly affect the Property.

6.3 We do not undertake searches to establish whether any road or pathways providing access to the Property are publicly adopted. Unless we receive information to the contrary or have other reason to suspect an adjoining road or other access route is not adopted, our Valuation will make the Assumption that all such routes are publicly adopted.

7. Other statutory and regulatory requirements

7.1 A property owner or occupier may be subject to statutory regulations depending on their use. Depending on how a particular owner or occupier uses a building, the applicable regulations may require alterations to be made to buildings. Our valuation service does not include identifying or otherwise advising on works that may be required by a specific user in order to comply with any regulations applicable to the current or a proposed use of the Property. Unless it is clear that similar alterations would be required by most prospective buyers in the market for a property, our Valuation will make the Assumption that no work would be required by a prospective owner or occupier to comply with regulatory requirements relating to their intended use.

7.2 We will not investigate or comment on licences or permits that may be required by the current or any potential users of the Property relating to their use or occupation.

8. Measurements

8.1 Where building floor areas are required for our valuation, unless we have agreed to rely on floor areas provided by you or a third party, we will take measurements and calculate the appropriate floor areas for buildings in accordance with the RICS Property Measurement Professional Standard. These measurements will either be wholly taken by us during our inspection or from scaled drawings provided to us and checked by sample measurements on site. The floor areas will be within a tolerance that is appropriate having regard to the circumstances and purpose of the valuation instruction.

8.2 Where required, any site areas will be calculated from our understanding of the boundaries using digital mapping technology, subject to clause 1.3 above.

9. Investment properties

9.1 Where the Property valued is subject to a tenancy or tenancies, we will have regard to the market's likely perception of the financial status and reliability of tenants in arriving at our valuation. We will not undertake detailed investigations into the financial standing of any tenant. Unless advised by you to the contrary our Valuation will be make the Assumption that there are no material rent arrears or breaches of other lease obligations.

10. Development properties

10.1 If we are instructed to value Property for which development, redevelopment or substantial refurbishment is proposed or in progress, we strongly recommend that you supply us with build cost and other relevant information prepared by a suitably qualified construction cost professional, such as a quantity surveyor. We shall be entitled to rely on such information in preparing our valuation. If a professional estimate of build costs is not made available, we will rely on published build cost data but this must be recognised as being less reliable as it cannot account for variations in site conditions and design. This is particularly true for refurbishment work or energy efficiency and environmental upgrades. In the absence of a professionally produced cost estimate for the specific project we may need to qualify our report and the reliance that can be placed on our valuation.

10.2 For Property in the course of development, we will reflect the stage reached in construction and the costs remaining to be spent at the date of valuation. We will have regard to the contractual liabilities of the parties involved in the development and any cost estimates that have been prepared by the professional advisers to the project. For recently completed developments we will take no account of any retentions, nor will we make allowance for any outstanding development costs, fees, or other expenditure for which there may be a liability.

11. VAT, taxation and costs

11.1 The reported valuation will be our estimate of the price that would be agreed with no adjustment made for costs that would be incurred by the parties in any transaction, including any liability for VAT, stamp duty or other taxes. It is also gross of any mortgage or similar financial encumbrance.

12. Property insurance

12.1 Except to the limited extent provided in clause 3 and clause 4 above we do not investigate or comment on how potential risks would be viewed by the insurance market. Our Valuation will be on the Assumption that each Property would, in all respects, be insurable against all usual risks including fire, terrorism, ground instability, extreme weather events, flooding and rising water table at normal, commercially acceptable premiums.

13. Reinstatement cost estimates

13.1 We can only accept a request to provide a building reinstatement cost estimate for insurance purposes alongside our Valuation of the Property interest on the following conditions:

(a) the assessment provided is indicative, without liability and only for comparison with the current sum insured, and

(b) The building is not specialised or listed as being of architectural or historic importance.

13.2 Otherwise we can provide an assessment of the rebuilding cost by our specialist building surveyors as a separate service.

14. Legal advice

14.1 We are appointed to provide valuation opinion(s) in accordance with our professional duties as valuation surveyors. The scope of our service is limited accordingly. We are not qualified legal practitioners and we do not provide legal advice. If we indicate what we consider the effect of any provision in the Property's title documents, leases or other legal requirements may have on value, we strongly recommend that this be reviewed by a qualified lawyer before you take any action relying on our valuation.

15. Loan security

15.1 If we are requested to comment on the suitability of the Property as a loan security we are only able to comment on any risk to the reported value that is inherent in either its physical attributes or the interest valued. We will not comment on the degree and adequacy of capital and income cover for an existing or proposed loan or on the borrower's ability to service payments.

Part B

Colliers Valuation Report (NewRiver Portfolio)

Colliers
Accelerating success.

Valuation Report

Project Gold-Portfolio of 21 Properties

Valuation as at 30th June 2024

Prepared For: NewRiver REIT PLC
Prepared by: Colliers International Property Consultants Limited

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Valuation

OUR REF REPORT

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Colliers

21 October 2024

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London W1T 4DE (referred to hereafter as the "**Offeror**" or "**you**")

Jefferies International Limited (acting as lead financial adviser and joint corporate broker to the Offeror)
100 Bishopsgate
London
EC2N 4JL (hereinafter referred to as the "**Offeror Financial Adviser**")

Panmure Liberum Limited (acting as sole sponsor and joint corporate broker to the Offeror)
Ropemaker Place
25 Ropemaker Street
London
EC2Y 9LY (hereinafter referred to as the "**Offeror Sponsor**")

Kinmont Limited (acting as joint financial adviser to the Offeror)
5 Clifford Street
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Shore Capital Stockbrokers Limited (acting as joint corporate broker to the Offeror)
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57 St James's Street
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SW1A 1LD (together, hereinafter referred to as the "**Offeror Addressees**")

Capital & Regional plc
Strand Bridge House
138-142 Strand
London
WC2R 1HH (hereinafter referred to as the **"Offeree**")

Numis Securities Limited (trading as Deutsche Numis) (acting as joint financial adviser and joint corporate broker to the Offeree)
45 Gresham Street
London
EC2V 7BF

Stifel Nicolaus Europe Limited (acting as joint financial adviser and joint corporate broker to the Offeree)
4th Floor
150 Cheapside
London
EC2V 6ET (together, hereinafter referred to as the "**Offeree Joint Financial Advisers**")

Colliers Is The Licensed Trading Name Of Colliers International Property Consultants Limited. Company Registered In England & Wales No. 7996509. Registered Office: 95 Wigmore Street, London W1U 1FF

Dear Sirs,

The Client: NewRiver REIT Plc

The Portfolio: 21 Properties Within The 'NewRiver REIT' Portfolio

Date Of Valuation: 30th June 2024

Introduction

Colliers International Property Consultants Limited (hereafter referred to as either "**Colliers**" or "**we**") have been instructed by NewRiver REIT Plc (hereafter referred to as either the "**Company**" or "**you**") to provide an indication of value for 21 properties held within the 'NewRiver REIT' portfolio (the "**Properties**") as at 30th June 2024 (the "**Valuation Date**") (the **Valuation**).

Purpose of Valuation

This valuation report **(the "Valuation Report")** is provided for the purpose of:

a) inclusion in an announcement proposed to be made by the Company under Rule 2.4 of the City Code on Takeovers and Mergers as issued by the UK Panel on Takeovers and Mergers (the "**Code"**) in connection with the proposed acquisition by the Offeror of the entire issued share capital of the Offeree (the" **Transaction**") (the "**Rule 2.4 Announcement**"). For this purpose, the Report will be dated with the same date as the Rule 2.4 Announcement;

b) inclusion in an announcement proposed to be made by the Company and/or the Offeree under Rule 2.7 of the Code in connection with the Transaction (the **"Rule 2.7 Announcement**"). For this purpose, the Report will be dated with the same date as the Rule 2.7 Announcement;

c) inclusion in a scheme circular to be published by the Offeree in connection with the Transaction effected by way of a scheme of arrangement under Part 26 of the Companies Act 2006 (the "**Scheme Document**"). For this purpose, the Report will be dated with the same date as the Scheme Document;

d) in the event that the Transaction is to be effected by way of a takeover offer under Part 28 of the Companies Act 2006, inclusion in an offer document to be published by the Company in connection with the Transaction (the "**Offer Document**"). For this purpose, the Report will be dated with the same date as the Offer Document;

e) inclusion in a combined circular and prospectus to be published by the Company in connection with the Transaction and the issue and allotment of new shares in the capital of the Company, amongst other things, pursuant to the terms of the Transaction (the "**Prospectus**"). For this purpose, the Report will be dated with the same date as the Prospectus;

f) inclusion and/or reference to it in any other announcements, documents and/or supplementary documents required to be released by the Company and/or the Offeree which directly relate to the Transaction (each a "**Code Document**"); and

g) publication on the Offeror's website and/or the Offeree's website in accordance with the requirements of Rule 26.3 of the Code and the UK Prospectus Regulation Rules,

(together, the "Purpose").

- Therefore, in accordance with PS 2.5 of the Red Book (as defined below) and UK VPS 3 we have made certain disclosures in connection with this Valuation instruction and our relationship with you. These are included below.

For the purposes of this Valuation Report, "Prospectus Regulation Rules" means the prospectus regulation rules made by the FCA for the purposes of part 6 of the Financial Services and Markets Act 2000, as amended.

Valuation Standards

This Valuation Report has been prepared for a Regulated Purpose as defined in accordance with the RICS Valuation – Global Standards (2022), which incorporates the International Valuation Standards, and the RICS UK National Supplement (2018), in each case current as at the Valuation Date (the "**Red Book**"). The Valuation has been undertaken in accordance with and complies with (i) Rule 29 of the **Code** : (ii) the FCA's Primary Market Technical Note 619.1; (iii) the UK Listing Rules; and (iv) the UK Prospectus Regulation Rules (and in particular Rule 5.4.5G) published by the FCA. This Valuation Report is an unqualified valuation report prepared in accordance with the requirements of Rule 29 of the **Code** by a valuer who has had access to sufficient information to prepare it.

We confirm that Colliers complies with the competency and objectivity guidelines under PS 2 of the Red Book and that we have undertaken the Valuation acting as 'external valuers' qualified for the purposes of this Valuation.

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

Basis of Valuation

The basis of value (as required by the **Code)** is "Market Value", as defined in International Valuation Standards 104, Paragraph 30.1 (and the Red Book):

'The estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion.'

This is also set out in the General Assumptions and Definitions contained in Appendix 1 attached to this Valuation Report.

Our Valuation has been undertaken using appropriate valuation methodology and our professional judgment.

The Valuers' (as defined below) opinion of Market Value was primarily derived using recent comparable market transactions on arm's length terms, where available, and appropriate valuation techniques (The Investment Method).

Date of Valuation

30th June 2024.

Status of Valuer and Conflicts of Interest

Colliers has been instructed as External Valuer, as defined in accordance with the Red Book.

This Valuation has been prepared under the supervision of Richard Barrett BSc MRICS and Sara Duncan FRICS MRTPI (the "**Valuers**"). We confirm that the Valuers (and any additional valuers who may have undertaken parts of the Valuation) collectively (i) fall within the requirements as to competence as set out in PS2 of the Red Book and are registered in accordance with the RICS Valuer Registration Scheme ("**VRS**") and that they are (a) appropriately qualified; and (b) meet the requirements of the Red Book, having sufficient current local and national knowledge of the property market involved and the skills and understanding to undertake the Valuation and prepare the Valuation Report competently; and (ii) meet the requirements of Rule 29.3(a)(iii) of the Code in having sufficient current knowledge of the particular market and the skills and understanding to undertake the Valuation and prepare this Valuation Report competently and, are appropriately qualified for the purposes of the Valuation as required by Rule 29.3(a)(ii) of the Code, and are independent of the parties to the offer which is the subject of the Transaction as required by Rule 29.3(a)(i) of the Code. We further confirm that we are not aware of any reason why we would not satisfy the requirements of Rule 29.3(a)(i) of the Code.

As fully disclosed to you previously, and as set out in our terms of engagement (the "**Engagement**"), we confirm that Colliers have current, anticipated and previous recent involvement with the Properties as follows:-

We have valued the Portfolio for accounting purposes since 2009.

We do not consider that this involvement represents a conflict of interest and the Addressees have confirmed to us that they also consider this to be the case. You have confirmed that all parties subject to the 'Purpose of Valuation' have provided their Informed Consent to proceed with this instruction.

The total fees, including the fee for this assignment, earned by Colliers (or other companies forming part of the same group of companies within the UK) from the Company (or other companies forming part of the same group of companies) is less than 5.0% of the total UK revenues for the financial year ending 31 December 2023.

We confirm that we comply with the requirements of independence and objectivity under PS2 of the Red Book and have no conflict of interest in respect of the Company or Properties to the best of our knowledge.

The Properties

The Properties comprise a portfolio of 21 properties (brief details of which are set out in Appendix 2 to this report), located within towns and cities throughout the United Kingdom.

The Properties are generally held as investments although there are parts of some Properties which are vacant and non-income producing.

Assumptions, Extent of Investigations and Sources of Information

We have assumed that the information supplied to us by the Company and their professional advisers, in respect of all material pertaining to the Properties, is both complete, accurate and up to date. It follows that we have made an assumption that details of all matters likely to affect value have been provided to us. We have not independently verified the information provided.

We have relied upon this information in preparing this Report and our Valuation and do not accept responsibility or liability for any errors or omissions in that information or documentation provided to us, nor for any consequences arising. Colliers also accepts no responsibility for subsequent changes in the information that we have not been made aware of.

Furthermore, we have assumed any information supplied can, if necessary, be verified. Should any of the information provided be found to be inaccurate or incomplete there could be a variation in value.

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

Our Valuation is prepared on the basis that the Properties have good and marketable titles and are free of any undisclosed onerous burdens, outgoings or restrictions.

Our General Assumptions and Definitions are contained within Appendix 1 attached to this Report.

Property Inspections & Measurements

All of the Properties were inspected close to the date of their acquisition by suitably qualified surveyors and continue to be inspected, at least tri-annually, on a rolling programme. We have not been instructed to reinspect the Properties as part of this instruction and have therefore made the assumption that there have been no material changes to the Properties or immediate surroundings since our last inspection. Where there have been material changes to the Properties, we have had regard to the information provided to us by the Company. We have then reflected this in the Valuation.

As instructed, we have not measured any of the Properties and have relied on areas provided by the Company.

We have assumed that the measurements and areas are correct and have been assessed and calculated in accordance with professional statement 'RICS Property Measurement, 2nd edition' (2018)' and with reference to the RICS guidance note, Code of Measuring Practice, 6th edition (2015).

Tenure

We understand that the Properties are generally of freehold, or heritable, tenure in respect of the Scottish Properties. We also understand that the Properties are free from rent charge or any other outgoings and we have assumed that there are no unusual, onerous or restrictive covenants in the title which are likely to affect the Property adversely.

A number of the Properties are, however, of leasehold or part leasehold tenure. In these cases, we have assumed that there are no unduly onerous covenants within the leases.

We have generally been provided with copies of reports on title or reports on the head leases, which were prepared on your behalf by your solicitors at the time of acquisition although for some Properties we have relied upon summary information provided by your representatives. For the purposes of our Valuation, we have relied upon the information as to tenure and the like which is set out within this Report.

Valuation Approach

We have approached our Valuation on the basis of assessing each of the Properties individually, and not as part of a portfolio, having regard to what we believe each of the Properties would achieve should it be brought to the market in isolation at the date of valuation. Our Valuation makes no allowance for the disposal of the Portfolio in its entirety as a single transaction, or as a series of smaller portfolio lots. Our Valuation additionally makes no allowance for any effect on values should all of the Properties be offered to market at the same time.

Valuation Summary

We are of the opinion that the aggregate Market Value as at the Valuation Date of the Properties subject to the existing lettings, or otherwise with vacant possession, was:_

£228,445,000

(Two Hundred and Twenty-Eight Million Four Hundred and Forty-Five Thousand Pounds)

The aforementioned valuation figure represents the aggregate of the individual valuations of each Property and should not be regarded as the value of all the Properties in the context of the sale of the single lot.

There are no negative values to report.

The effective date of Company's most recent published annual or consolidated accounts was 31st March 2024. The equivalent figure reported by the Company as at 31st March 2024 was 1.09% higher than the Valuation reported herein. For the purposes of paragraph 130(vi) of the FCA Technical Note, we consider that the difference between the Valuation and the equivalent figure reported in the Company's latest published annual or consolidated accounts for 31st March 2024 to be as a result of the occupational changes, capital expenditure and market movements.

We set out in the table below details of the values of the freehold, mixed and Leasehold assets respectively:-

Freehold/Heritable	Leasehold	Mixed Freehold and Leasehold	Total
10 Properties	10 Properties	1 Property	21 Properties
Market Value:		**£228,445,000**	

Material changes since the Valuation Date

We hereby confirm that, as at the date of this Valuation Report, there has been no material change since 30th June 2024 in any matter relating to the Properties which, in our opinion, would have a material effect on the Market Value of such Properties. For the purposes of Rule 29.5 of the Code, we confirm that an updated valuation dated the date of this Valuation Report would not be materially different from that presented in this Valuation Report as at the Valuation Date.

We are not aware, as a result of our role as Valuers of the Properties of any matter which would materially affect the Market Value of the Properties which is not disclosed in this Valuation Report (subject to the assumptions set out in this Valuation Report) and we are not aware of any matter in relation to this Valuation Report that we believe should be and has not yet been brought to the attention of the Addressees.

Reliance, Confidentiality and Disclosure and Consent

This Valuation Report has been prepared for inclusion in the Prospectus at the Company's request.

Colliers International Property Consultants Limited has given and not withdrawn its consent to the inclusion of this Valuation Report in the Rule 2.4 Announcement, the Rule 2.7 Announcement, the Scheme Document and in the Prospectus published by the Company and/or the Offeree in the form and context in which it is included. Colliers International Property Consultants Limited has given and not withdrawn its consent to the inclusion of its name and references to it in the Rule 2.4 Announcement, the Rule 2.7 Announcement, the Scheme Document and in the Prospectus published by the Company and/or the Offeree in the form and context in which they appear.

Colliers International Property Consultants Limited consents to the inclusion of the Valuation and this Valuation Report and any extracts or references thereto in the Prospectus and the reference to our name in the form and context in which they are included in the Prospectus.

Colliers International Property Consultants Limited has given and not withdrawn its consent to the inclusion of this Valuation Report in any further announcement(s) to be published or made available by the Company or the Offeree (as applicable) relating to the Transaction and/or the Capital Raising and Admission, and to the references to this Valuation Report and Colliers International Property Consultants Limited in the form and context in which they appear.

This Report and Valuation is addressed to the Addressees for the Purpose and is for the use of and may be relied upon by the Addressees and shareholders of the Company and of the Offeree for the Purpose. Save in respect of the Addressees, shareholders of the Company and of the Offeree: and any responsibility arising under the Code to any person as and to the extent there be provided , to the fullest extent permitted by applicable law and regulation (including, without limitation, the Listing Rules and the Prospectus Regulation Rules), we do not assume any responsibility and will not accept any liability to any third party for any loss suffered by any such third party as a result of, or arising out of, or in accordance with this Report and the Valuation.

Nothing in this Valuation Report shall exclude or limit our liability in respect of fraud or for death or personal injury caused by our negligence or negligence of those for whom we are responsible, or for any other liability to the extent that such liability may not be excluded or limited as a matter of applicable law.

Notwithstanding the foregoing, in accordance with the Engagement and for the purposes of the Code and Prospectus Regulation Rule 5.3.2(R)(2)(f), we are responsible for this Valuation Report and accept responsibility for the information contained in this Valuation Report and confirm that, to the best of our knowledge, the Valuation Report is in accordance with the facts and makes no omissions likely to affect its import.

This Valuation Report complies with, and is prepared in accordance with, and on the basis of, Rule 29 of the Code and we understand that the publication or reproduction by the Offeror or the Offeree of this Valuation Report and/or the information contained herein as required by

Rules 26 and 29 of the Code is necessary, including in the Rule 2.4 Announcement, the Rule 2.7 Announcement, the Scheme Document and any Code Document.

This Valuation Report complies with, and is prepared in accordance with, (i) the Prospectus Regulation Rules issued by the FCA, particularly Prospectus Regulation Rule 5.4.5G; (ii) section III.1. Property Companies within the guidance set out in the FCA's Primary Market Technical Note 619.1; and (iii) the requirements of the Listing Rules of the FCA for a property valuation report.

Except for any responsibility arising under the Code and Prospectus Regulation Rule 5.3.2R(2)(f) to any person as and to the extent provided under the Code and Prospectus Regulation Rules, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in accordance with the Valuation Report or our statement set out above required by and given solely for the purposes of complying with the Code and Annex 3, item 1.2 of the UK version of Commission Delegated Regulation (EU) 2019/980.

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

Yours faithfully,

R D Barrett BSc MRICS
Director
RICS Registered Valuer
For Colliers International Property Consultants Limited

S Duncan FRICS MRTPI
Director
RICS Registered Valuer
For Colliers International Property Consultants Limited

Appendix 1:

General Assumptions and Definitions

General Assumptions and Definitions

Unless otherwise instructed, our valuations are carried out in accordance with the following assumptions, conditions and definitions. These form an integral part of our appointment.

Our Report and Valuation is provided in accordance with the current edition of the RICS Valuation – Global Standards (Incorporating the IVSC International Valuation Standards) prepared by the Royal Institution of Chartered Surveyors (the "Red Book"), and with any agreed instructions. Any opinions of value are valid only at the valuation date and may not be achievable in the event of a future disposal or default, when both market conditions and the sale circumstances may be different.

Within the Report and Valuation, we make assumptions in relation to facts, conditions or situations that form part of the valuation We assume that all information provided by the addressee of the report, any borrower or third party (as appropriate) in respect of the property is complete and correct. We assume that details of all matters relevant to value, such as prospective lettings, rent reviews, legislation and planning decisions, have been made available to us, and that such information is up to date. In the event that any of these assumptions prove to be incorrect then we reserve the right to review our opinion(s) of value.

Valuation Definitions:

Market Value is defined in IVS 104 paragraph 30.1 as:

'*The estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion'.*

The interpretative commentary on Market Value, within the International Valuation Standards (IVS), has been applied.

Valuations produced for capital gains tax, inheritance tax and Stamp Duty Land Tax / Land and Buildings Transaction Tax purposes will be based on the statutory definitions, which are written in similar terms and broadly define Market Value as:

'The price which the property might reasonably be expected to fetch if sold in the open market at that time, but that price must not be assumed to be reduced on the grounds that the whole property is to be placed on the market at one and the same time.'

Market Rent is defined in IVS 104 paragraph 40.1 as:

'The estimated amount for which an interest in real property should be leased on the valuation date between a willing lessor and a willing lessee on appropriate lease terms in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion.'

The appropriate lease terms will normally reflect current practice in the market in which the property is situated, although for certain purposes unusual terms may need to be stipulated. Unless stated otherwise within the report, our valuations have been based upon the assumption that the rent is to be assessed upon the premises as existing at the date of our inspection.

Investment Value or 'Worth', is defined in IVS 104 paragraph 60.1 as:

'the value of an asset to a particular owner or prospective owner for individual investment or operational objectives.'.

This is an entity-specific basis of value and reflects the circumstances and financial objectives of the entity for which the valuation is being produced. Investment value reflects the benefits received by an entity from holding the asset and does not necessarily involve a hypothetical exchange.

Fair Value is defined according to one of the definitions below, as applicable to the instructions.

Fair Value - International Accounting Standards Board (IASB) in IFRS 13.

'*The price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date'.*

Fair Value - UK Generally Accepted Accounting Principles (UK GAAP) adopts the FRS 102 definition:

"*The amount for which an asset could be exchanged, a liability settled, or an equity instrument granted could be exchanged, between knowledgeable, willing parties in an arm's length transaction*."

Existing Use Value is defined in UKVS 1.3 of the Red Book:

'The estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing wherein the parties had acted knowledgeably, prudently and without compulsion, assuming that the buyer is granted vacant possession of all parts of the asset required by the business and disregarding potential alternative uses and any other characteristics of the asset that would cause its Market Value to differ from that needed to replace the remaining service potential at least cost.'

Special Assumptions

Where we are instructed to undertake valuations subject to a Special Assumption, these usually require certain assumptions to be made about a potential alternative use or status of the property. This is a hypothetical scenario that we consider realistic, relevant and valid as at the valuation date, but which may not necessarily be deliverable at a future date.

Reinstatement / Replacement Cost Assessment And Insurance

If we provide a reinstatement cost assessment, we do not undertake a detailed cost appraisal and the figure is provided for guidance purposes only. It is not a valuation in accordance with the Red Book and is provided without liability. It must not be relied upon as the basis from which to obtain building insurance.

In arriving at our valuation we assume that the building is capable of being insured by reputable insurers at reasonable market rates. If, for any reason, insurance would be difficult to obtain or would be subject to an abnormally high premium, it may have an effect on costs.

Purchase and Sale Costs, SDLT, LBTT and Taxation

No allowance is made for legal fees or any other costs or expenses which would be incurred on the sale of the property. However, where appropriate, and in accordance with market practice for the asset type, we make deductions to reflect purchasers' acquisition costs. Trade-related properties are usually valued without deducting the costs of purchase. Where appropriate, purchasers' costs are calculated based on professional fees inclusive of VAT, together with the appropriate level of Stamp Duty Land Tax (SDLT) / Land and Buildings Transaction Tax (LBTT) / Land Transaction Tax (LTT).

Whilst we have regard to the general effects of taxation on market value, we do not take into account any liability for tax that may arise on a disposal, whether actual or notional, neither do we make any deduction for Capital Gains Tax, VAT or any other tax. We make no allowance for receipt or repayment of any grants or other funding.

Plans, Floor Areas and Measurements

Where a site plan is provided, this is for indicative purposes only and should not be relied upon. Site areas are obtained from third party sources, including electronic databases, and we are unable to warrant their accuracy. Our assumptions as to site boundaries / demise should be verified by your legal advisers. If any questions of doubt arise the matter should be raised with us so that we may review our valuation.

We obtain floor areas in accordance with our instructions. This may comprise one or more of the following approaches (i) we measure the floor areas during the property inspection (ii) we calculate floor areas from plans provided to us, supported by check measurements on site where possible, (iii) we rely upon floor areas provided. Under approaches (ii) and (iii), we wholly rely upon the information provided, and assume that the areas have been calculated in accordance with market standards. We are unable to provide any warranties as to accuracy.

Measurement is in accordance with the current edition of RICS Property Measurement. If we are instructed not to adopt International Property Measurement Standards (IPMS), measurements are provided in accordance with the latest version of the Code of Measuring Practice. We adopt the appropriate floor area basis for our valuation analysis to reflect the analysis of floor areas in the comparable transactions. Where the basis of analysis of a comparable is uncertain, we adopt a default assumption for that asset type.

Although every reasonable care is taken to ensure the accuracy of the surveys there may be occasions when due to tenant's fittings, or due to restricted access, professional estimations are required. We recommend that where possible, we are provided with scaled floor plans in order to cross-reference the measurements. In the event that a specialist measuring exercise is undertaken for the property, we recommend that a copy is forwarded to us in order that we may comment on whether there may be an impact on the reported value.

Floor areas set out in our report are provided for the purpose described in the Report and Valuation and are not to be used or relied upon for any other purpose.

Condition, Structure and Services, Harmful / Deleterious Materials, Health & Safety Legislation and EPCs

Our Report and Valuation takes account of the general condition of the property as observed from the valuation inspection, and is subject to access. Where we have noticed items of disrepair during the course of our inspections, they are reflected in our valuations, unless otherwise stated.

We do not undertake any form of technical, building or deleterious material survey and it is a condition of our appointment that we will in no way review, or give warranties as to, the condition of the structure, foundations, soil and services. Unless we are supplied with evidence to the contrary, we assume that the property is fully in compliance with building regulations and is fully insurable. We assume it is free from any rot, infestation, adverse toxic chemical treatments, and structural or design defects. We assume that none of the materials commonly considered deleterious or harmful are included within the property, such as, inter alia, asbestos, high alumina cement concrete, reinforced autoclaved aerated concrete (RAAC), calcium chloride as a drying agent, wood wool slabs as permanent shuttering, aluminium composite cladding material, polystyrene and polyurethane cladding insulation.

In the event that asbestos is identified in a property, we do not carry out an asbestos inspection, nor are we able to pass comment on the adequacy of any asbestos registers or management plans. Where relevant, we assume that the property is being managed in full compliance with the Control of Asbestos Regulations 2012 and relevant HSE regulations, and that there is no requirement for immediate expenditure, nor any risk to health.

We do not test any services, drainage or service installations. We assume that all services, including gas, water, electricity and sewerage, are provided and are functioning satisfactorily.

We assume that the property has an economic life span similar to comparable properties in the market, subject to regular maintenance and repairs in accordance with appropriate asset management strategies.

We comment on the findings of Energy Performance Certificates (EPCs) and Display Energy Certificates (DECs) if they are made available to us but may be unable to quantify any impact on value. If we are not provided with an EPC, we assume that if one was available, its rating would not have had a detrimental impact upon our opinion value or marketability.

Our valuations do not take account of any rights, obligations or liabilities, whether prospective or accrued, under the Defective Premises Act, 1972. Unless advised to the contrary, we assume that the properties comply with, and will continue to comply with, the current Health & Safety and Disability legislation.

We do not test any alarms or installations and assume that the property complies with, and will continue to comply with, fire regulations and the Smoke and Carbon Monoxide Alarm (England) Regulations 2015 legislation.

Where a specialist condition or structural survey is provided to us, we reflect the contents of the report in our valuation to the extent that we are able to as valuation surveyors, and our assumptions should be verified by the originating consultant. Should any issues subsequently be identified, we reserve the right to review our opinion of value.

Ground Conditions, Environmental Matters, Constraints and Flooding

We are not chartered environmental surveyors and we will not provide a formal environmental assessment. Our investigations are therefore limited to observations of fact, obtained from third party sources, such as local authorities, the Environment Agency and professional reports that may be commissioned for the valuation.

We do not carry out any soil, geological or other tests or surveys in order to ascertain the site conditions or other environmental conditions of the property. Unless stated to the contrary within the report, our valuation assumes that there are no unusual features that may be harmful to people or property, or that would inhibit the actual or assumed use or development of the property. This includes, inter alia: ground conditions and load bearing qualities, subterranean structures or services, contamination, pollutants, mining activity, sink holes, archaeological remains, radon gas, electromagnetic fields and power lines, invasive plants and protected species.

We do not undertake any investigations into flooding, other than is available from public sources or professional reports provided to us. Our findings are outlined in the report for information only, without reliance or warranty. We assume in our valuation that appropriate insurance is in place and may be renewed to any owner of the property by reputable insurers at reasonable market rates. If, for any reason, insurance would be difficult to obtain or would be subject to an abnormally high premium, it may have an effect on value.

Should our enquiries or any reports indicate the existence of environmental issues or other matters as described above, we expect them to contain appropriate actions and costings to address the issue. We rely on this information and use it as an assumption in our valuation. If such information is not available, we may not be able to provide an opinion of value.

We assume that the information and opinions we are given in order to prepare our valuation are complete and correct and that further investigations would not reveal more information sufficient to affect value. However, a purchaser in the market may undertake further investigations, and if these were unexpectedly to reveal issues, then this might reduce the values reported. We recommend that appropriately qualified and experienced specialists are instructed to review our report and revert to us if our assumptions are incorrect.

Plant And Machinery, Fixtures and Fittings

We disregard the value of all process related plant, machinery, fixtures and fittings, and those items which are in the nature of occupiers' trade fittings and equipment. We have regard to landlords' fixtures such as lifts, escalators, central heating and air conditioning forming an integral part of the buildings.

Where properties are valued as an operational entity and includes the fixtures and fittings, it is assumed that these are not subject to any hire purchase or lease agreements or any other claim on title.

No equipment or fixtures and fittings are tested in respect of Electrical Equipment Regulations and Gas Safety Regulations and we assume that where appropriate all such equipment meets the necessary legislation. Unless otherwise specifically mentioned the valuation excludes any value attributable to plant and machinery.

Operational Entities

Where the properties are valued as an operational entity and reference is made to the trading history or trading potential of the property, we place reliance on information supplied to us. Should this information subsequently prove to be inaccurate or unreliable, the valuations reported could be adversely affected. Our valuations do not make any allowance for goodwill.

Title, Tenure, Occupational Agreements and Covenants

Unless otherwise stated, we do not inspect the Land Registry records, title deeds, leases or related legal documents and, unless otherwise disclosed to us, we assume good and marketable title that is free from onerous or restrictive covenants, rights of way and easements, and any other encumbrances or outgoings that may affect value. We disregard any mortgages (including regulated mortgages), debentures or other charges to which the property may be subject.

We assume that any ground rents, service charges other contributions are fair and proportionate, and are not subject to onerous increases or reviews.

Where we have not been supplied with leases, unless we have been advised to the contrary, we assume that all the leases are on a full repairing and insuring basis and that all rents are reviewed in an upwards direction only, at the intervals notified to us, to market rent. We assume that no questions of doubt arise as to the interpretation of the provisions within the leases giving effect to the rent reviews. We assume that wherever rent reviews or lease renewals are pending, all notices have been served validly within the appropriate time limits, and they will be settled according to the assumptions we set out within the reports.

Unless informed otherwise, we assume that all rents and other payments payable by virtue of the leases have been paid to date and there are no arrears of rent, service charge or other breaches in the obligations of occupation.

In the case of property that is let, our opinion of value is based on our assessment of the investment market's perception of the covenant strength of the occupier(s). This is arrived at in our capacity as valuation surveyors on the basis of information that is publicly available. We are not accountants or credit experts and we do not undertake a detailed investigation into the financial status of the tenants. Our valuations reflect the type of tenants actually in occupation or responsible for meeting lease commitments, or likely to be in occupation, and the market's general perception of their creditworthiness. We provide no warranties as to covenant strength and recommend that you make your own detailed enquiries if your conclusions differ from our own.

Where we are provided with a report on title and/or occupational agreement, we form our opinion of value reflecting our interpretation of that title. Your legal advisers should review our understanding of the title and confirm that this is correct.

Planning, Licensing, Rating and Statutory Enquiries

We undertake online planning enquiries to the extent that we consider reasonable and appropriate to the valuation. We do not make formal verbal or written enquiries to local authorities. If a professional planning report is provided to us, we will take the findings into account in our valuation but will not be accountable for the advice provided within it, nor any errors of interpretation or fact within the third party report.

We assume that the property is constructed, used and occupied in full compliance with the relevant planning and building regulation approvals and that there are no outstanding notices, conditions, breaches, contraventions, non-compliance, appeals, challenges or judicial review. We assume that all consents, licenses and permissions are in place, that there are no outstanding works or conditions required by lessors or statutory, local or other competent authorities, and that no adverse planning conditions or restrictions apply. If we are instructed to value property on the Special Assumption of having the benefit of a defined planning permission or license, we assume that it will not be appealed or challenged at any point prior to, or following, implementation.

Our investigations are limited to identifying material planning applications on the property and observable constraints. We seek to identify any proposals in the immediate vicinity that may have an impact on the property, such as highway proposals, comprehensive development schemes and other planning matters.

We seek to obtain rateable values and council tax banding from the statutory databases, where available. The 2023 rating revaluation has resulted in some increases in rateable values in specific sectors. This may have an impact on the marketability and value of a property, and on vacancy rates or landlord non recoverable costs. However, unless there is evidence to the contrary, we will make the express assumption that any changes are affordable to occupiers, or will be subject to appropriate transitional relief. We do not reflect the impact of any rating appeals in our valuations unless they are formally concluded.

Given that statutory information is obtained from third party sources, we are unable to provide any warranty or reliance as to its accuracy. Your legal advisers should verify our assumptions and revert to us if required.

Valuations Assuming Development, Refurbishment or Repositioning

Unless specifically instructed to the contrary, where we are provided with development costs and construction schedules by the addressee, a borrower or an independent quantity surveyor, we rely on this information as an assumption in arriving at our opinion of value. It forms an assumption within our valuation and we accept no liability if the actual costs or programme differ from those assumed at the valuation date.

We are not quantity surveyors and provide no reliance as to construction costs or timescale. Irrespective of the source of this information, a professional quantity surveyor should review our assumptions and revert to us if there are any issues of doubt, so that we may review our opinion of value.

We additionally assume that a hypothetical market purchaser will have the necessary resources, skills and experience to deliver the proposed development. It is not within our scope to assess the credentials of any actual purchaser, owner or developer of the property that is subject to our valuation. We accept no liability for any circumstances where a development or refurbishment does not achieve our concluded values.

If a property is in the course of development, our valuation assumes that the interest will be readily assignable to a market purchaser with all contractor and professional team warranties in place. Where an opinion of the completed development value is required, we assume that all works are completed in accordance with appropriate statutory and industry standards and are institutionally acceptable.

Alternative Investment Funds

In the event that our appointment is from an entity to which the European Parliament and Council Directive 2011/61/EU ('the AIFMD'), which relates to Alternative Investment Fund Managers ('AIFM'), applies, our instructions are solely limited to providing recommendations on the value of particular property assets (subject to the assumptions set out in our valuation report) and we are therefore not determining the net asset value of either the Fund or the individual properties within the Fund. Accordingly, we are not acting as an 'external valuer' (as defined under the AIFMD) but are providing our service in the capacity of a 'valuation advisor' to the AIFM.

Interpretation and Comprehension of The Report and Valuation

Real estate is a complex asset class that carries risk. Any addressee to whom we have permitted reliance on our Report and Valuation should have sufficient understanding to fully review and comprehend its contents and conclusions. We strongly recommend that any queries are raised with us within a reasonable period of receiving our Report and Valuation, so that we may satisfactorily address them.

Appendix 2:

List of Property Addresses

Property Address
4 London Mall, 1 Station Mall, Basingstoke
Bexleyheath Shopping Centre, Bexleyheath
Broadway Square, Bexleyheath
Sovereign Centre, Boscombe
The Promenades, Bridlington
Capitol Shopping Centre, Cardiff
Merlin's Walk, Carmarthen
14/17 Frenchgate, Doncaster
Freshney Place Shopping Centre, Grimsby
39 The Broadwalk, Harlow
Unit 47, 5 Trinity Square, Hereford
Burns Mall, Kilmarnock
Newkirkgate Shopping Centre, Leith
The Deeping Centre, Market Deeping
The Hill Street Centre, Middlesbrough
Gloucester Green, Oxford
The Paisley Centre, Paisley
The Hildreds Shopping Centre, Skegness
Three Horseshoes Shopping Centre, Warminster
The Horsefair Shopping Centre, Wisbech
Newlands Shopping Centre, Witham

Contact Details

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Part C

Knight Frank Valuation Report (Capital & Regional Portfolio)

Knight Frank

Valuation Report

NewRiver REIT plc
Valuation date: 30 June 2024

Important Notice to all readers of this report

Unless you are the Client named within this report, or have been explicitly identified by us as a party to whom we owe a responsibility, a duty of care and who is entitled to rely on this report, Knight Frank LLP does not owe or assume any duty of care to you in respect of the contents of this report and you are not entitled to rely upon it.

NewRiver REIT plc
89 Whitfield Street
London
W1T 4DE (hereinafter referred to as the “**Client**” and the “**Offeror**”)

Jefferies International Limited (acting as lead financial adviser and joint corporate broker to the Client)
100 Bishopsgate
London
EC2N 4JL (hereinafter referred to as the “**Offeror Financial Adviser**”)

Panmure Liberum Limited (acting as sole sponsor and joint corporate broker to the Client)
Ropemaker Place
Level 12
25 Ropemaker Street
London
EC2Y 9LY (hereinafter referred to as the “**Offeror Sponsor**”)

Kinmont Limited (acting as joint financial adviser to the Client)
5 Clifford Street
London
W1S 2LG

Shore Capital Stockbrokers Limited (acting as joint corporate broker to the Client)
Cassini House
57 St James’s Street
London
SW1A 1LD

(together, hereinafter referred to as the “**Offeror Addressees**”)

Capital & Regional plc
Strand Bridge House
138-142 Strand
London
WC2R 1HH (hereinafter referred to the “**Offeree**”)

Numis Securities Limited (trading as Deutsche Numis) (acting as joint financial adviser and joint corporate broker to Offeree)
45 Gresham Street
London
EC2V 7BF :

Stifel Nicolaus Europe Limited (acting as joint financial adviser and joint corporate broker to Offeree)
4th Floor
150 Cheapside
London
EC2V 6ET

(together, hereinafter referred to as the "**Offeree Joint Financial Advisers**")
(each an "**Addressee**" and together the "**Addressees**")

Our Ref: 1148765
Date of issue: 21 October 2024

Dear Sir/Madam

Valuation Report in respect of the properties of Capital & Regional plc as at 30 June 2024 for inclusion in a Rule 2.4 Announcement, Rule 2.7 Announcement, Scheme Document and Prospectus ("Valuation Report")

Further to your instructions, we are pleased to provide our Valuation Report in respect of the freehold, heritable or leasehold interests in the properties ("**Properties**") set out in Appendix 1 (Schedule of Properties) below in connection with inclusion in a Rule 2.4 Announcement, Rule 2.7 Announcement, Scheme Document to be published by the Offeree and a Prospectus to be published by the Offeror, in connection with a possible acquisition of the entire issued, and to be issued, share capital of the Offeree by the Offeror (the "**Transaction**").

Signed for and on behalf of Knight Frank LLP

Ben Nicholson MRICS
RICS Registered Valuer
Partner, Valuation & Advisory

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Knight Frank is the trading name of Knight Frank LLP. Knight Frank LLP is a limited liability partnership registered in England and Wales with registered number OC305934. Our registered office is at 55 Baker Street, London W1U 8AN where you may look at a list of members' names. If we use the term 'partner' when referring to one of our representatives, that person will either be a member, employee, worker or consultant of Knight Frank LLP and not a partner in a partnership.

1. About this report

Engagement of Knight Frank LLP

1.1 This Valuation Report sets out our valuation, as at 30 June 2024 ("**Valuation Date**"), of the Properties ("**Valuation**"). This Valuation Report has been prepared in accordance with our Terms of Engagement letter dated 13 September 2024 addressed to the Addressees, and our General Terms of Business for Valuation Services (together the "**Agreement**").

Client

1.2 We have been instructed to prepare this Valuation Report by NewRiver REIT plc. However as set out above, this Valuation Report has also been addressed to other Addressees.

Valuation standards

1.3 The Valuation has been undertaken in accordance with and complies with: (a) the current editions of RICS Valuation – Global Standards, which incorporate the International Valuation Standards, and the RICS UK National Supplement. References to the "**Red Book**" refer to either or both of these documents, as applicable; (b) Rule 29 of the City Code on Takeovers and Mergers (the "**Code**") as issued by the UK Panel on Takeovers and Mergers; (c) paragraphs 128-130 of the Financial Conduct Authority ("**FCA**") Primary Market Technical Note 619.1 (the "**FCA Technical Note**"); and (d) Rules 5.4.5 and 5.4.6 of the UK Prospectus Regulation Rules published by the FCA. This Valuation Report is an unqualified valuation report prepared in accordance with the requirements of Rule 29 of the Code by a valuer who has had access to sufficient information to prepare it.

1.4 The Properties have been valued by a valuer who is qualified for the purposes of the Valuation in accordance with Rule 29 of the Code. For the purposes of this Valuation Report, "**UK Prospectus Regulation Rules**" shall mean the prospectus regulation rules made by the FCA for the purposes of part 6 of the Financial Services and Markets Act 2000, as amended.

Status and experience of valuer

Valuer and expertise

1.5 The valuer, on behalf of Knight Frank LLP, with the responsibility for this Valuation Report is Ben Nicholson MRICS, RICS Registered Valuer ("Responsible Valuer"). Parts of the Valuation have been undertaken by additional valuers as listed on our file.

1.6 We confirm that the Responsible Valuer and any additional valuers who value the Properties meet the requirements of the Red Book and Rule 29.3(a)(iii) of the Code in having sufficient current knowledge of the particular market and the skills and understanding to undertake the Valuation and prepare this Valuation Report competently and are appropriately qualified for the purposes of the Valuation as required by Rule 29.3(a)(ii) of the Code and are independent of the parties to the offer as required by Rule 29.3(a)(i) of the Code.

1.7 We confirm that we are not aware of any reason why we would not satisfy the requirements of Rule 29.3(a)(i) of the Code.

Conflicts of Interest: Declaration and Disclosures

1.8 We confirm that the Responsible Valuer and additional valuers meet the requirements of the Red Book, having sufficient current knowledge of the particular market and the skills and understanding to undertake the Valuation competently.

1.9 We confirm that we have no material interest in the Client and we are acting as an External Valuer in valuing the Properties for the Purpose (as that term is defined below).

1.10 This Valuation Report has been vetted as part of Knight Frank LLP's quality assurance procedures.

1.11 We recognise and support the RICS Rules of Conduct and have procedures for identifying conflicts of interest.

Independence

1.12 Knight Frank LLP currently values a number of freehold, heritable and/or leasehold interests of the Client (which for the avoidance of doubt does not include the Properties), for financial reporting purposes, on behalf of the Client. The total fees for this assignment, earned by Knight Frank LLP (or other companies forming part of the same group of companies within the UK) from the Client (or other companies within the UK) is less than 5.0% of the total UK revenues. It is not anticipated that there will be a material increase in the proportion of the fees payable, or likely to be payable, by the Client.

1.13 Other than these valuation services, Knight Frank LLP has no current material involvement with the assets being valued and we confirm that we can report without any material conflict.

Use of this Valuation

Purpose of valuation

1.14 The Valuation and this Valuation Report are each provided solely for the purpose of:

(A) inclusion in an announcement proposed to be made by the Offeror pursuant to Rule 2.4 of the Code in connection with the Transaction (the **"Rule 2.4 Announcement"**);

(B) inclusion in an announcement proposed to be made by the Offeror and the Offeree pursuant to Rule 2.7 of the Code in connection with the Transaction (the **"Rule 2.7 Announcement"**);

(C) inclusion in a scheme circular to be published by the Offeree in connection with the Transaction (the **"Scheme Document"**);

(D) inclusion in a prospectus to be published by the Offeror in connection with the Transaction and the issue and allotment of new shares in the capital of the Offeror pursuant, amongst other things, to the terms of the Transaction (the **"Prospectus"**);

(E) inclusion and/or reference to it in any other announcements, documents and/or supplementary documents required to be released by the Offeror and/or the Offeree pursuant to the Code and which directly relate to the Transaction (each a **"Code Document"**); and

(F) publication on the Offeror's website and the Offeree's website in accordance with the requirements of Rule 26.3 of the Code and the UK Prospectus Regulation Rules, (together, the **"Purpose"**).

Reliance

1.15 This Valuation Report has been prepared for the Addressees only and is for the use of, and may be relied upon by, the Addressees for the Purpose. Notwithstanding the General Terms, we acknowledge that this Valuation Report will also be for the use of the shareholders of the Offeror and the Offeree for the Purpose set out above.

1.16 Save for: (a) the Addressees; and (b) any responsibility arising under the Code and/or the UK Prospectus Regulation Rules to any person as and to the extent there provided, in accordance with Clauses 3 & 4 of the General Terms and to the fullest extent permitted by law, we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in accordance with this Valuation Report or our statement, required by and given solely for the purposes of complying with the UK Prospectus Regulation Rules and Rule 29 of the Code.

Disclosure & publication

1.17 The Valuation has been prepared for the Client and in accordance with the Agreement which governs its purpose and use. As stated in the Agreement, this Valuation Report is confidential to the Addressees and must not be disclosed to any person other than for the Purpose without our express written consent. Other than for the Purpose, neither the whole, nor any part of this Valuation Report nor any reference thereto may be included in any prospectus, listing particulars, published document, circular or statement nor published in any way without our prior written approval of the form or context in which it may appear.

1.18 Notwithstanding paragraph 1.17 above, this Valuation Report may be disclosed as set out below:

Subject to the terms and conditions (but disregarding for these purposes clauses 4.3 to 4.6 (inclusive) of the General Terms) of the Agreement and our approval of the form and context thereof, we hereby confirm that we will authorise and consent to the disclosure of this Valuation Report:

i. as may be required by any applicable court of competent jurisdiction or other competent judicial or governmental body or any applicable law or regulation or pursuant to government action, regulatory requirement or request;

ii. to each Addressee's affiliates and each Addressee's affiliates' respective directors, officers, employees, agents, professional advisers, insurers, auditors and bankers that need to see the Valuation in connection with the Purpose;

iii. in the case of the Offeror Addressees, in seeking to establish a defence or otherwise in connection with any actual or threatened legal or regulatory proceedings or investigation relating to the matters set out in this Letter or claims that may be brought against them arising from their roles as financial adviser, sponsor and/or joint corporate broker (as applicable) to the Offeror;

iv. in the case of the Offeree Joint Financial Advisers, in seeking to establish a defence or otherwise in connection with any actual or threatened legal or regulatory proceedings or investigation relating to the matters set out in this Letter or claims that may be brought against them arising from their roles as joint financial adviser and/or joint corporate broker (as applicable) to the Offeree;

v. in investor presentations and other investor education materials prepared in connection with the Transaction, and in any private discussions with Investors or other third parties in connection with the Transaction;

vi. for the Purpose; and

vii. to any Addressee's insurers in respect of any claim or potential claim relating to the Transaction, but in each case only on the basis that: (a) such disclosure is made to inform the recipient that Knight Frank have no duty of care and therefore shall have no liability to the recipient in respect of the relevant document; and (b) such recipient agrees not to provide a copy of the document to any other person without the prior written consent of Knight Frank.

1.19 It is a condition of such disclosure that each party in receipt of this Valuation Report that is not an Addressee agrees and acknowledges that this Valuation Report cannot be relied upon by them, and we do not accept any responsibility, duty of care or liability to them, whether in contract, tort (including negligence), misrepresentation or otherwise in respect of the Valuation and the information it contains. For the avoidance of doubt, nothing in the preceding sentence shall affect our responsibility, for the purposes of Rule 5.3.2R(2)(f) of the UK Prospectus Regulation Rules, or under paragraphs 1.15 and 1.16 of this Valuation Report for the information contained in this Valuation Report.

1.20 This Valuation Report complies with Rule 29 of the Code and we understand that the publication or reproduction by the Offeror or Offeree of this Valuation Report and/or the information contained herein as required by Rules 26 and 29 of the Code is necessary, including in the Rule 2.4 Announcement, the Rule 2.7 Announcement, the Scheme Document and any Code Document.

1.21 We confirm that this Valuation Report complies with Rules 5.4.5G and 5.4.6G of the UK Prospectus Regulation Rules and paragraphs 128 to 130 of the FCA Technical Note.

1.22 We confirm that the information contained in the Prospectus which is extracted from this Valuation Report is accurate, balanced and complete and is not misleading or inconsistent with this Valuation Report as prepared by us and has been properly extracted, derived or computed from this Valuation Report.

1.23 The Addressees agree and acknowledge that we shall have no liability for any error, omission or inaccuracy in this Valuation Report to the extent resulting from our reliance on information provided by or on behalf of the Client unless otherwise stated. Notwithstanding the above, we highlight the restricted nature of this instruction, in accordance with the Red Book; as a result the reliance that can be placed on the Valuation is limited.

Verification

1.24 We recommend that before any financial transaction is entered into based upon the Valuation, you obtain verification of any third-party information contained within this Valuation Report.

1.25 We would advise you that whilst we have valued the Properties reflecting current market conditions, there are certain risks which may be, or may become, uninsurable. Before undertaking any financial transaction based upon this Valuation, you should satisfy yourselves as to the current insurance cover and the risks that may be involved should an uninsured loss occur.

Limitations on liability

1.26 Knight Frank LLP's total liability for any direct loss or damage (whether caused by negligence or breach of contract or otherwise) arising out of or in connection with this Valuation is limited in accordance with the terms of the Agreement. Knight Frank LLP accepts no liability for any indirect or consequential loss or for loss of profits.

1.27 We confirm that we hold adequate and appropriate PII cover for this instruction.

1.28 No claim arising out of or in connection with this Valuation may be brought against any member, employee, partner or consultant of Knight Frank LLP. Those individuals will not have a personal duty of care to any party and any claim for losses must be brought against Knight Frank LLP.

1.29 Nothing in this Valuation shall exclude or limit our liability in respect of fraud or for death or personal injury caused by our negligence or for any other liability to the extent that such liability may not be excluded or limited as a matter of law or regulation.

Scope of work

General Scope of Valuation Work

1.30 The Valuation has been undertaken, and this Valuation Report prepared, in accordance with the General Scope of Valuation Work appended to this Valuation Report at Appendix 2.

Information to be relied upon

1.31 We have relied upon the information previously provided to us by the Offeror, or by third parties in respect of the 30 June 2024 Valuation and will assume it to be correct for the purposes of the Valuation unless you inform us otherwise, subject only to any valuation that we have agreed to undertake.

1.32 Where we express an opinion in respect of (or which depends upon) legal issues, any such opinion must be verified by your legal advisors before any Valuation can be relied upon.

1.33 We are instructed to rely on floor areas and tenancy information provided by the Client. We have not read lease agreements nor verified accordance between tenancy schedule and lease terms.

1.34 Knight Frank LLP cannot be held liable as regards the legal description of the Properties, its use, non-compliance with statutory requirements, technological and natural risks, the areas taken into account, the existence of concealed defects, presence of asbestos, adverse ground condition, presence of soil contamination, presence of insects, noxious animals or plants, rot, or deleterious materials, etc. This Valuation Report comments on the above on the basis of Technical or Environmental reports, if provided.

Inspections

1.35 In undertaking the Valuation we have carried out an inspection of the Properties internally and externally. Our inspections of all the Properties have been undertaken within the last six months.

Information Provided

1.36 In this Valuation Report we have been provided with information by the Client, its advisors and other third parties. We have relied upon this information as being materially correct in all aspects.

1.37 In the absence of any documents or information provided, we have had to rely solely upon our own enquiries as outlined in this Valuation Report.

1.38 We have assumed there to be good and marketable titles to the Properties. We have made oral enquiries with the Client where appropriate and have taken account, insofar as we are aware, of unusual outgoings, planning proposals and onerous restrictions or local authority intentions which affect the Properties. However, this information has been provided to us on the basis that it should not be relied upon.

1.39 We have been supplied with details of tenure and tenancies and have valued on the basis that there are no undisclosed matters which would affect our valuation.

1.40 We have not undertaken any building surveys or environmental audits and are therefore unable to report that the Properties are free of any structural fault, rot, infestation or defects of any other nature, including inherent weaknesses due to the use in construction of materials now suspect. No tests were carried out on any of the technical services. However, we have reflected any apparent wants of repair in our opinion of value as appropriate.

1.41 The Properties have been valued individually, not as part of a portfolio.

Assumptions

1.42 We have assumed, except where we have been informed to the contrary, that there are no adverse ground or soil conditions or environmental contaminations which would affect the present or future use of the Properties and that the load bearing qualities of the site of each property are sufficient to support the buildings constructed or to be constructed thereon.

1.43 In respect of the long leasehold interest held in 17&Central, 42 Selborne Rd, Walthamstow, London E17 7JR, we understand that the developer of the residential premises over part of the scheme, will be handing back 6 retail units with ancillary accommodation at first floor level to the Offeree in October 2024. We are making the assumption that all appropriate works will be completed by the developer and that the units will be handed back in shell condition in readiness for letting.

1.44 With regard to The Mall, 159 High Rd, Wood Green, London N22 6YQ we are aware that the Offeree will be responsible for the replacement to the external cladding panels to the Travelodge hotel. We have been provided with an estimate including contingency and fees to cover such works and are making the assumption that this capital provision is sufficient to complete the replacement of the panels. We have made a capital deduction in the valuation to cover the cost of the rectification works. We are further assuming that the tenant will be able to continue to operate while such works are undertaken.

1.45 Since 30 June 2024 we are aware that Cine-UK Limited which occupy premises at The Mall, 159 High Rd, Wood Green, London N22 6YQ, have issued a letter setting out re-structuring plans, which will be considered by the Court at the convening hearing. The full implications of the proposed restructure were unknown at the valuation date and our valuation currently reflects the uncertainty of the situation.

1.46 For The Exchange, High Rd, Ilford IG1 1RS, we understand that there are key lettings with agreed terms requiring capital expenditure. On Level 1 terms have been agreed to let 30,000 sq ft and Level 3, 14,000 sq ft. We are making the assumption that the capital provisions which have been deducted from the valuation are sufficient to complete the lettings.

2. Valuation

Methodology

2.1 The Valuation has been undertaken using appropriate valuation methodology and our professional judgement.

Comparative method

2.2 In undertaking the Valuation, we have made our assessment on the basis of a collation and analysis of appropriate comparable transactions, together with evidence of demand within the vicinity of the subject properties. With the benefit of such transactions we have then applied these to the Properties, taking into account size, location, aspect and other material factors.

Investment method

2.3 The Valuation has been carried out using the comparative and investment methods. In undertaking the Valuation, we have made our assessment on the basis of a collation and analysis of appropriate comparable investment and rental transactions, together with evidence of demand within the vicinity of the subject Properties. With the benefit of such transactions we have then applied these to the Properties, taking into account size, location, terms, covenant and other material factors.

Valuation bases

2.4 The basis of value for the Valuation as required by the Code is Market Value and therefore these valuations have been prepared on a Market Value basis.

Market Value

2.5 Market Value is defined within RICS Valuation – Global Standards as:

"The estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion."

Portfolios

2.6 In a valuation of a property portfolio, we have valued the individual properties separately and we have assumed that the individual properties have been marketed in an orderly way.

Market Value

Market Value

2.7 We are of the opinion that the aggregate Market Value of the freehold, heritable and long leasehold interests in the Properties, subject to the existing tenancies on the assumptions highlighted above, as at the Valuation Date is:

£350,000,000 (Three Hundred and Fifty Million Pounds).

2.8 The number of Freehold/Heritable and Long Leasehold interests in the Properties and aggregate Market Value is summarised in the table below.

Property Type	Freehold/Heritable	Long Leasehold	Total
Market Value of Properties held for Investment	5 Properties	1 Property	6 Properties £350,000,000

2.9 For the purposes of Rule 29.5 of the Code, we confirm that in our opinion the current valuation of the Properties as at the date of this Valuation Report would not be materially different from the valuation of the Properties as at the Valuation Date.

2.10 We are not aware of any matter which would materially affect the Market Value of the Properties which is not disclosed in this Valuation Report (subject to the assumptions set out in this Valuation Report) and we are not aware of any matter in relation to this Valuation Report that we believe should be and has not yet been brought to the attention of the Addressees.

2.11 The valuation of the Properties reported in the Offeree's latest published annual or consolidated accounts as at 30 June 2024 was undertaken by an independent third party valuer without input from us. Property valuations, and the assumptions underpinning them, are subjective and therefore differences of opinion can and do occur between valuers. While we therefore are not instructed to comment on how that independent third party valuer reached that aggregate valuation, for the purposes of paragraph 130(vi) of the FCA Technical Note, we consider the modest difference of -6.64% between the valuation figure in this Valuation Report and the equivalent figure reported in the Offeree's latest published annual or consolidated accounts to be as a result of the way in which we and that third party independent valuer have applied those subjective assumptions.

Responsibility

2.12 For the purposes of the Code, we are responsible for this Valuation Report and accept responsibility for the information contained in this Valuation Report and confirm that to the best of our knowledge (having taken all reasonable care to ensure this is the case), the information contained in this Valuation Report is in accordance with the facts and contains no omissions likely to affect its import. This Valuation Report complies with and is prepared in accordance with, and on the basis of, the Code. We authorise its contents for the purposes of Rule 29 of the Code. Knight Frank LLP has given and has not withdrawn its consent to the inclusion of this Valuation Report in the Rule 2.4 Announcement, the Rule 2.7 Announcement, the Scheme Document and in the Prospectus.

2.13 We accept responsibility (including for the purpose of Rule 5.3.2R(2)(f) of the UK Prospectus Regulation Rules) for the information contained in this Valuation Report and to the best of our knowledge, the information contained in this Valuation Report is in accordance with the facts and the Valuation Report makes no omission likely to affect its import.

Consent

2.14 Knight Frank LLP has given and has not withdrawn its consent to the inclusion of this Valuation Report in the Rule 2.4 Announcement, the Rule 2.7 Announcement, the Scheme Document and in the Prospectus published by the Client and/or the Offeree in the form and context in which it is included.

2.15 We consent to the inclusion of the Valuation and this Valuation Report and any extracts or references thereto in the Prospectus and the reference to our name in the form and context in which they are included in the Prospectus (subject to us first approving the form and context in which our Valuation Report will appear).

Appendix 1 List of Properties

Property Address – Shopping Centres	Tenure	Property Type	Date of Inspection	Ownership Purpose
The Gyle Shopping Centre, Gyle Ave, **Edinburgh** EH12 9JY	Heritable	Shopping Centre	12/08/2024	Investment
The Marlowes Shopping Centre & Fareham House, **Hemel Hempstead**, Hertfordshire, HP1 1DX	Freehold	Shopping Centre and Retail Parade	05/08/2024	Investment
The Exchange, High Rd, **Ilford** IG1 1RS	Freehold	Shopping Centre	15/07/2024	Investment
The Mall, **Maidstone,** Kent, ME15 6AT	Freehold	Shopping Centre	08/08/2024	Investment
17&Central, 42 Selborne Rd, **Walthamstow**, London E17 7JR	Long Leasehold	Shopping Centre	07/08/2024	Investment
The Mall, 159 High Rd, **Wood Green**, London N22 6YQ	Freehold	Shopping Centre	07/08/2024	Investment

Appendix 2 General Scope of Valuation Work

General Scope of Valuation Work

As required by the RICS Valuation – Global Standards (the "Red Book") this General Scope of Valuation Work describes information we will rely on, the investigations that we will undertake, the limits that will apply to those investigations and the assumptions we will make, unless we are provided with or find information to the contrary.

Definitions

"**Assumption**" is something which it is agreed the valuer can reasonably accept as being true without specific investigation or verification.

"**Property**" is the interest which we are instructed to value in land including any buildings or other improvements constructed upon it.

"**Valuation**" shall mean any valuation report, supplementary report or subsequent/update report, produced pursuant to this engagement and any other replies or information we produce in respect of any such report and/or any relevant property.

1. Property to be valued

1.1 We will exercise reasonable care and skill (but will not have an absolute obligation to you) to ensure that the Property, identified by the address provided in your instructions, is the Property inspected by us and included within our Valuation. If there is ambiguity as to the Property address, or the extent of the Property to be valued, this should be drawn to our attention in your instructions or immediately upon receipt of our Valuation.

1.2 We will rely upon information provided by you or your legal advisers relating to the Property to be valued, including any tenancies, sub-tenancies or other third-party interests. Any information on title and tenure we are provided with by a third party during the course of our investigations will be summarised in our Valuation but will be subject to verification by your legal advisers. We will be under no obligation to make any searches of publicly available land registers. We will not make or commission any investigations to verify any of this information. In particular, we will not investigate or verify that :

(a) all title information relied upon and referred to in our Valuation is complete and correct,

(b) all documentation is satisfactorily drawn,

(c) there are no undisclosed onerous conditions or restrictions that could impact on the marketability of the Property valued, and

(d) there is no material litigation pending, relating to the Property valued.

1.3 Where we provide a plan of the Property in our Valuation this is for identification only. While the plan reflects our understanding based on the information provided to us it must not be relied upon to define boundaries, title or easements.

1.4 Our Valuation will include those items of plant and machinery normally considered to be part of the service installations to a building and which would normally pass with the Property on a sale or letting. We will exclude all other items of process plant, machinery, trade fixtures and equipment, chattels, vehicles, stock and loose tools, and any tenant's fixtures and fittings.

1.5 Unless agreed otherwise in writing we will neither investigate nor include in our Valuation any unproven or unquantified mineral deposits, felled timber, airspace or any other matter which may or may not be found to be part of the Property but which would not be known to a buyer or seller on the valuation date.

1.6 Unless agreed otherwise our Valuation will make the Assumption that all parts of the Property occupied by the current owner on the valuation date would be transferred with vacant possession and any tenancies, sub-tenancies or other third party interests existing on the valuation date will continue.

1.7 Where requested legal title and tenancy information is not provided in full, in the absence of any information provided to the contrary, our Valuation will make the Assumption that the subject Property has good title and is free from any onerous restrictions and/or encumbrances or any such matter which would diminish its value.

2. Portfolios

2.1 Where instructed to value a portfolio of properties, unless specifically agreed with you otherwise, we will value each Property separately on the basis that it is offered individually to the market.

3. Building specification and condition

3.1 We will note the general condition of any building and any building defect brought to our attention and reflect this in our Valuation. We will not undertake a detailed investigation of the materials or methods of construction or of the condition of any specific building element. We will not test or commission a test of service installations. Unless we become aware during our normal investigations of anything to the contrary and mention this in our Valuation, our Valuation will , make the Assumption that:

(a) any building is in a condition commensurate with its age, use and design and is free from significant defect,

(b) no construction materials have been used that are deleterious, or likely to give rise to structural defects,

(c) no potentially hazardous or harmful materials are present, including asbestos,

(d) all relevant statutory requirements relating to use, construction and fire safety have been complied with,

(e) any building services, together with any associated computer hardware and software, are fully operational and free from impending breakdown or malfunction and

(f) the supply to the building of electricity, data cable network and water, are sufficient for the stated use and occupancy.

3.2 If you require information on the structure or condition of any building our specialist building surveyors can provide a suitable report.as a separate service.

4. Environment and sustainability

4.1 Our Valuation will reflect the market's perception of the environmental performance of the Property and any identified environmental risks as at the valuation date. This may include reflecting information you provide to us that has been prepared by suitably qualified consultants on compliance of existing or proposed buildings with recognised sustainability metrics. Where appropriate we will research any freely available information issued by public bodies on the energy performance of existing buildings.

4.2 We will investigate whether the Property has a current Energy Performance Certificate on the relevant government register and report our findings. As part of our valuation service we will not advise on the extent to which the Property complies with any other Environmental, Social or Governance (ESG) metrics or to what extent the building, structure, technical services, ground conditions, will be impacted by future climate change events, such as extreme weather, or legislation aimed at mitigating the impact of such events. If required KF may be able to advise on ESG considerations and their long-term impact on a Property as a separate service.

5. Ground conditions and contamination

5.1 We may rely on any information you provide to us about the findings and conclusions of any specialist investigations into ground conditions or any contamination that may affect the Property. Otherwise our investigations will be limited to research of freely available information issued by Government Agencies and other public bodies for flood risk, recorded mining activity and radon. We will also record any common sources or indicators of potential contamination observed during our inspection.

5.2 Unless specifically instructed by you to do so, we will not commission specialist investigations into past or present uses either of the Property or any neighbouring property to establish whether there is contamination or potential for contamination, or any other potential environmental risk. Neither will we be able to advise on any remedial or preventive measures.

5.3 We will comment on our findings and any other information in our possession or discovered during our investigations in our Valuation.

5.4 Unless we become aware of anything to the contrary and mention this in our Valuation, for each Property valued our Valuation will make the Assumption that:

(a) the site is physically capable of development or redevelopment, when appropriate, and that no extraordinary costs will be incurred in providing foundations and infrastructure,

(b) there are no archaeological remains on or under the land which could adversely impact on value,

(c) the Property is not adversely affected by any form of pollution or contamination,

(d) there is no abnormal risk of flooding,

(e) there are no high voltage overhead cables or large electrical supply equipment affecting the Property

(f) the Property does not have levels of radon gas that will require mitigation work, and

(g) there are no invasive species present at the Property or within close proximity to the Property.

(h) There are no protected species which could adversely affect the use of the Property.

6. Planning and highway enquiries

6.1 We may research freely available information on planning history and relevant current policies or proposals relating to any Property being valued using the appropriate local authority website. We will not commission a formal local search. Our Valuation will make the Assumption that any information obtained will be correct, but our findings should not be relied on for any contractual purpose.

6.2 Unless we obtain information to the contrary, Our Valuation will make the Assumption that:

(a) the use to which the Property is put is lawful and that there is no pending enforcement action,

(b) there are no local authority proposals that might involve the use of compulsory purchase powers or otherwise directly affect the Property.

6.3 We do not undertake searches to establish whether any road or pathways providing access to the Property are publicly adopted. Unless we receive information to the contrary or have other reason to suspect an adjoining road or other access route is not adopted, our Valuation will make the Assumption that all such routes are publicly adopted.

7. Other statutory and regulatory requirements

7.1 A property owner or occupier may be subject to statutory regulations depending on their use. Depending on how a particular owner or occupier uses a building, the applicable regulations may require alterations to be made to buildings. Our valuation service does not include identifying or otherwise advising on works that may be required by a specific user in order to comply with any regulations applicable to the current or a proposed use of the Property. Unless it is clear that similar alterations would be required by most prospective buyers in the market for a property, our Valuation will make the Assumption that no work would be required by a prospective owner or occupier to comply with regulatory requirements relating to their intended use.

7.2 We will not investigate or comment on licences or permits that may be required by the current or any potential users of the Property relating to their use or occupation.

8. Measurements

8.1 Where building floor areas are required for our valuation, unless we have agreed to rely on floor areas provided by you or a third party, we will take measurements and calculate the appropriate floor areas for buildings in accordance with the RICS Property Measurement Professional Standard. These measurements will either be wholly taken by us during our inspection or from scaled drawings provided to us and checked by sample measurements on site. The floor areas will be within a tolerance that is appropriate having regard to the circumstances and purpose of the valuation instruction.

8.2 Where required, any site areas will be calculated from our understanding of the boundaries using digital mapping technology, subject to clause 1.3 above.

9. Investment properties

9.1 Where the Property valued is subject to a tenancy or tenancies, we will have regard to the market's likely perception of the financial status and reliability of tenants in arriving at our valuation. We will not undertake detailed investigations into the financial standing of any tenant. Unless advised by you to the contrary our Valuation will be make the Assumption that there are no material rent arrears or breaches of other lease obligations.

10. Development properties

10.1 If we are instructed to value Property for which development, redevelopment or substantial refurbishment is proposed or in progress, we strongly recommend that you supply us with build cost and other relevant information prepared by a suitably qualified construction cost professional, such as a quantity surveyor. We shall be entitled to rely on such information in preparing our valuation. If a professional estimate of build costs is not made available, we will rely on published build cost data but this must be recognised as being less reliable as it cannot account for variations in site conditions and design. This is particularly true for refurbishment work or energy efficiency and environmental upgrades. In the absence of a professionally produced cost estimate for the specific project we may need to qualify our report and the reliance that can be placed on our valuation.

10.2 For Property in the course of development, we will reflect the stage reached in construction and the costs remaining to be spent at the date of valuation. We will have regard to the contractual liabilities of the parties involved in the development and any cost estimates that have been prepared by the professional advisers to the project. For recently completed developments we will take no account of any retentions, nor will we make allowance for any outstanding development costs, fees, or other expenditure for which there may be a liability.

11. VAT, taxation and costs

11.1 The reported valuation will be our estimate of the price that would be agreed with no adjustment made for costs that would be incurred by the parties in any transaction, including any liability for VAT, stamp duty or other taxes. It is also gross of any mortgage or similar financial encumbrance.

12. Property insurance

12.1 Except to the limited extent provided in clause 3 and clause 4 above we do not investigate or comment on how potential risks would be viewed by the insurance market. Our Valuation will be on the Assumption that each Property would, in all respects, be insurable against all usual risks including fire, terrorism, ground instability, extreme weather events, flooding and rising water table at normal, commercially acceptable premiums.

13. Reinstatement cost estimates

13.1 We can only accept a request to provide a building reinstatement cost estimate for insurance purposes alongside our Valuation of the Property interest on the following conditions:

(a) the assessment provided is indicative, without liability and only for comparison with the current sum insured, and

(b) The building is not specialised or listed as being of architectural or historic importance.

13.2 Otherwise we can provide an assessment of the rebuilding cost by our specialist building surveyors as a separate service.

14. Legal advice

14.1 We are appointed to provide valuation opinion(s) in accordance with our professional duties as valuation surveyors. The scope of our service is limited accordingly. We are not qualified legal practitioners and we do not provide legal advice. If we indicate what we consider the effect of any provision in the Property's title documents, leases or other legal requirements may have on value, we strongly recommend that this be reviewed by a qualified lawyer before you take any action relying on our valuation.

15. Loan security

15.1 If we are requested to comment on the suitability of the Property as a loan security we are only able to comment on any risk to the reported value that is inherent in either its physical attributes or the interest valued. We will not comment on the degree and adequacy of capital and income cover for an existing or proposed loan or on the borrower's ability to service payments.

Part D

CBRE Valuation Report (Capital & Regional Portfolio)

Condensed Valuation Report

In respect of:

Portfolio of 6 properties held by Capital & Regional Plc

On behalf of:

the Addressees as set out below

Date of valuation:

30 June 2024

Contents

Condensed Valuation Report

Introduction

Report Date	21 October 2024
Valuation Date	30 June 2024
Addressee	The Directors Capital & Regional PLC First Floor Strand Bridge House 138-142 Strand London WC2R 1HH (hereinafter referred to as the "Company") And Numis Securities Limited (trading as Deutsche Numis) 45 Gresham Street London EC2V 7BF (hereinafter referred to as "Deutsche Numis") And Stifel Nicolaus Europe Limited 150 Cheapside London EC2V 6ET (hereinafter referred to as "Stifel") (Deutsche Numis and Stifel together in their capacity as Joint financial adviser to the Company) And The Directors NewRiver REIT plc 89 Whitfield Street London W1T 4DE (hereinafter referred to as "NewRiver") And Jefferies International Limited 100 Bishopsgate London EC2N 4JL (hereinafter referred to as "Jefferies") (Jefferies in their capacity as Lead Financial Adviser and Joint Corporate Broker to NewRiver)

	And Panmure Liberum Limited Ropemaker Place 25 Ropemaker Street London EC2Y 9LY (hereinafter referred to as "Panmure Liberum") (Panmure Liberum in their capacity as Sole Sponsor and Joint Corporate Broker to NewRiver) And Shore Capital Stockbrokers Limited Cassini House 57 St James's Street London SW1A 1LD (hereinafter referred to as "Shore Capital") (Shore Capital in their capacity as Joint Corporate Broker to NewRiver) And Kinmont Limited 5 Clifford Street London W1S 2LG (hereinafter referred to as "Kinmont") (Kinmont Capital in their capacity as Joint Financial Adviser to NewRiver) and all the above hereinafter together referred to as the "Addressees"
The Properties	6 properties held by the Company, as set out in the Schedule of Properties below in Appendix A (each a "Property" and together the "Properties").
Instruction	To value without re-inspecting the unencumbered freehold and leasehold interests (as applicable) of the Properties on the basis of Market Value as at the Valuation Date in accordance with Terms of Engagement entered into between CBRE Limited ("CBRE") and the Addressees dated 13 September 2024 (the "Valuation").
Status of Valuer	You have instructed us to act as an External Valuer as defined in the current version of the RICS Valuation – Global Standards. Please note that the Valuation may be investigated by the RICS for the purposes of the administration of the Institution's conduct and disciplinary regulations in order to ensure compliance with the Valuation Standards[1].
Purpose and Basis of Valuation	The Valuation has been prepared for a Regulated Purpose as defined in the RICS Valuation – Global Standards (2022) and the UK national supplement current as at the Valuation Date (the "Red Book").

	We understand that this valuation report and the Appendices to it (together the "Valuation Report") are required for inclusion in a combined circular and prospectus (the "Prospectus") to be published by NewRiver in connection with the recommended offer by NewRiver for the entire issued and to be issued ordinary share capital of the Company (the "Transaction"), in accordance with the City Code on Takeovers and Mergers (the "Code"), the Financial Conduct Authority's ("FCA") Prospectus Regulation Rules and the FCA's Listing Rules, in connection with which new ordinary shares in NewRiver will be admitted to the Equity Shares (commercial company) segment of the Official List and to trading on the London Stock Exchange's Main Market ("Admission"). The Valuation is on the basis of Market Value as defined in the current edition of the RICS Valuation – Global Standards and set out in Valuation Assumptions below. The effective date of our Valuation is 30 June 2024 (the "Valuation Date"). In accordance with the Red Book we have made certain disclosures in connection with this valuation instruction and our relationship with the Addressees.
Market Value of the Properties as at 30 June 2024	**£374,900,000 (THREE HUNDRED AND SEVENTY-FOUR MILLION NINE HUNDRED THOUSAND POUNDS)** exclusive of VAT, as shown in the Schedule of Capital Values set out below. For the avoidance of doubt, we have valued the Properties as real estate and the values reported above represent 100% of the market values of the assets. There are no negative values to report. Our opinion of Market Value is based upon the Scope of Work and Valuation Assumptions attached, and has been primarily derived using comparable recent market transactions on arm's length terms. The Properties are split by tenure as follows.

Property Type	Freehold Heritable	Long Leasehold	Total
Market Value of Properties held for Investment	£297,900,000 (5 Properties)	£77,000,000 (1 Property)	£374,900,000 (6 Properties)

Report Format	Appendix A of this Valuation Report contains the Schedule of Properties. Appendix B provides the individual property details of the Properties.
Market Conditions	Heightened global geopolitical tensions, combined with energy security issues, climate change and increased state-backed cyber-attacks continue to affect property market stability. While there is recent evidence of economic growth in the UK, along with expectations of interest rate reductions in the latter part of 2024, capital markets remain constrained and investors remain cautious. There are signs that capital values are beginning to stabilise in several sectors, however, there continues to be a high degree of polarisation between primary and secondary class assets. Experience has shown that consumer and investor behaviour can quickly change during periods of instability. Lending or investment decisions should reflect any heightened level of volatility and potential for changing market conditions. It is important to note that the conclusions set out in this Valuation Report are valid as at the Valuation Date only. Where appropriate, we recommend that the Valuation is closely monitored, as we continue to track how markets respond to evolving events.

Portfolios and Aggregation	We have valued the Properties individually and no account has been taken of any discount or premium that may be negotiated in the market if all or part of the portfolio was to be marketed simultaneously, either in lots or as a whole.
Compliance with Valuation Standards	The Valuation has been prepared in accordance with the latest version of the RICS Valuation – Global Standards (incorporating the International Valuation Standards) and the UK national supplement (the "Red Book") current as at the Valuation Date.
	The Valuations have been prepared in accordance with, the Red Book and are compliant with the International Valuation Standards, the Financial Conduct Authority's (FCA) Listing Rules, the Prospectus Regulation Rules, the FCA's Primary Market Technical Note 619.1 ("TN 619.1") paragraphs 128 to 130 (inclusive) of Part III.1 (Property companies), the London Stock Exchange requirements and Rule 29 of the Code.
	The Properties have been valued by a valuer who is qualified for the purpose of the Valuation in accordance with the Red Book. We confirm that we have sufficient local and national knowledge of the particular property market involved and have the skills and understanding to undertake the Valuation competently.
	Where the knowledge and skill requirements of the Red Book have been met in aggregate by more than one valuer within CBRE, we confirm that a list of those valuers has been retained within the working papers, together with confirmation that each named valuer complies with the requirements of the Red Book.
	This Valuation is a professional opinion and is expressly not intended to serve as a warranty, assurance or guarantee of any particular value of the subject Properties. Other valuers may reach different conclusions as to the value of the subject Properties. This Valuation is for the sole purpose of providing the intended user with the valuer's independent professional opinion of the value of the subject Properties as at the Valuation Date.
TN 619.1 III.I 130 (vi)	TN 619.1 III.I 130 (vi) requires us to comment on any differences between the valuation figure in this Valuation Report and the valuation figure included in the Company's latest published annual accounts, which were published as at 30 December 2023. The Market Values are higher than the fair values reported by the Company for annual accounting purposes as at 30 December 2023. Differences between the published valuation figure as at 30 December 2023 and the valuation as at 30 June 2024 are attributable to a number of factors, including but not limited to: The Company have successfully let or renewed a number of leases in all the centres but particularly at Wood Green, Maidstone and Hemel Hempstead where the former Wilko stores have been let to B&M. At Ilford the former TK Maxx has been transformed into a market hall area, occupied by various food and beverage stands. The Job Centre, which occupied the top level of the former Debenhams unit, have served their break and will vacate in September 2024. Since December, the TK Maxx incentive for their relocation and the outstanding amount for the Medical Centre works have been spent. At 17&Central the Company has taken over the control and management of Crate following the failure of the tenant and The Job Centre has served their break and vacated.

	At Wood Green income has increased, with Pure Gym, Wendy's and Wing Stop's agreement for leases now exchanged in place of the former WH Smith. In the Gyle, the Company have completed lease renewals with Next and the Bank of Scotland, and several new lettings were at the valuation date due to be completed soon.
Sustainability Considerations	Wherever appropriate, sustainability and environmental matters are an integral part of the valuation approach. 'Sustainability' is taken to mean the consideration of such matters as environment and climate change, health and well-being and corporate responsibility that can or do impact on the valuation of an asset. In a valuation context, sustainability encompasses a wide range of physical, social, environmental, and economic factors that can affect value. The range of issues includes key environmental risks, such as flooding, energy efficiency and climate, as well as matters of design, configuration, accessibility, legislation, management, and fiscal considerations – and current and historic land use. Sustainability has an impact on the value of an asset, even if not explicitly recognised. Valuers reflect markets, they do not lead them. Where we recognise the value impacts of sustainability, we are reflecting our understanding of how market participants include sustainability requirements in their bids and the impact on market valuations.
Climate Risk Legislation	From June 2019, the Climate Change Act 2008 (2050 Target Amendment) Order 2019 commits the UK Government to reducing greenhouse gas emissions by 100% from 1990 levels (i.e. a Net Zero position) by 2050. In 2021 an interim target was set, to reduce emissions by 78% by 2035, by decarbonising electricity generation. This means that fossil fuels used in building, such as natural gas for heating, are incompatible with this commitment. The proposal to update the Minimum Energy Efficiency Standards, to require all non-domestic properties to a minimum EPC rating of B in 2030 has not been ratified and in the absence of any commentary from the current administration, we assume landlords will continue to work towards this target. We also note that the UK's introduction of mandatory climate related disclosures (reporting climate risks and opportunities consistent with recommendations by the "Task Force for Climate Related Financial Disclosure" (TCFD)), including the assessment of so-called physical and transition climate risks, will potentially have an impact on how the market views such risks and incorporates them into the sale of letting of assets. The European Union's "Sustainable Finance Disclosure Regulations" (SFDR) may impact on UK asset values due to the requirements in reporting to European investors.
Assumptions	The Properties' details on which each Valuation is based are as set out in this Valuation Report. We have made various assumptions as to tenure, letting, taxation, town planning, and the condition and repair of buildings and sites – including ground and groundwater contamination – as set out below. If any of the information or assumptions on which the Valuation is based are subsequently found to be incorrect, the Valuation figures may also be incorrect and should be reconsidered.
Variations and/or Departures from Standard Assumptions	None.
Independence	The total annual fees, including the fee for this assignment, earned by CBRE (or other companies forming part of the same group of companies within the UK) from the

	Company (or other companies forming part of the same group of companies) are less than 5.0% of the total annual UK revenues. The total annual fees, including the fee for this assignment, earned by CBRE (or other companies forming part of the same group of companies within the UK) from NewRiver (or other companies forming part of the same group of companies) are less than 5.0% of the total annual UK revenues. It is not anticipated this situation will vary in the financial year to 31 December 2024. We confirm that neither the valuers concerned nor CBRE have any personal interest in the Company, NewRiver or any of the Properties or in the outcome of the Valuation.
Previous Involvement and Conflicts of Interest	We confirm that we have valued Wood Green and 17&Central on behalf of the Company on a half-yearly basis for financial reporting purposes for in excess of 10 years, we have valued Ilford on a half-yearly basis for financial reporting purposes for in excess of 5 years and the other 3 we have valued on a half-yearly basis for financial reporting purposes for less than 5 years. The most recent valuation being as at 30 June 2024. From time to time, CBRE provides agency or professional services to the Company. CBRE provides some agency and/or professional services to some of the occupiers of the Properties and where this occurs, any conflict arising is managed through an information barrier. We do not consider that this previous involvement represents a conflict of interest and you have confirmed to us that you also consider this to be the case. We confirm the Retail Capital Markets team of CBRE has provided advice to NewRiver on this Transaction and all parties have agreed to this on the basis that the agreed information barriers between the two teams have been put in place. CBRE has carried out agency and some professional services on behalf of NewRiver for in excess of 10 years on an ad hoc basis. We confirm that we are not aware of any further conflicts of interest that would prevent us from exercising the required levels of independency and objectivity in undertaking the Valuation. Copies of our conflict-of-interest checks have been retained within the working papers.
Disclosure	The principal signatory of this Valuation Report has continuously been the signatory of valuations for the Company of: The Mall, Wood Green, 17& Central, Walthamstow and The Exchange, Ilford, since December 2022; and for The Mall, Maidstone, The Gyle, Edinburgh and The Marlowes, Hemel Hempstead, since December 2023. CBRE has continuously been carrying out valuation instructions for the Company since 2007. CBRE has carried out, agency and some professional services on behalf of the Company for in excess of 10 years on an ad hoc basis.
Responsibility	For the purposes of Prospectus Regulation Rule 5.3.2R(2)(f), we are responsible for this Valuation Report and accept responsibility for the information contained in this Valuation Report and confirm that to the best of our knowledge the information contained in this Valuation Report is in accordance with the facts and the Valuation Report makes no omissions likely to affect its import. This Valuation Report complies with Rule 5.4.5G of the Prospectus Regulation Rules and Paragraphs 128 to 130 of Part III.1 (Property companies) of TN 619.1. Save for any responsibility arising under Prospectus Regulation Rule 5.3.2R(2)(f) to any person as and to the extent there provided, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such person as a result of, arising out of, or in accordance with

	this Valuation Report or our statement, required by and given solely for the purposes of complying with item 1.2 of Annex 3 and Annex 12 of the UK version of Commission Delegated Regulation (EU) 2019/980, as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018.
Reliance	Save as set out in "Responsibility" above, the contents of this Valuation Report may only be relied upon by: i) Addressees of the Report; and ii) the parties who have received prior written consent from CBRE in the form of a reliance letter; and iii) the shareholders of the Company, for the specific purpose set out herein and no responsibility is accepted to any third party for the whole or any part of its contents. No reliance may be placed upon the contents of this Valuation Report by any party for any purpose other than in connection with the purpose of Valuation.
Publication	Neither the whole nor any part of our Valuation Report nor any references thereto may be included in any published document, circular or statement nor published in any way without our prior written approval of the form and context in which it will appear (such approval to not be unreasonably withheld or delayed). Such publication of, or reference to this Valuation Report will not be permitted unless it contains a sufficient contemporaneous reference to any departure from the Red Book or the incorporation of the special assumptions referred to herein.

Yours faithfully

Ana Burke
MRICS
Director
RICS Registered Valuer
For and on behalf of CBRE Limited
+447827993001
Ana.Burke@cbre.com

Yours faithfully

Peter Stoughton-Harris
BSc(Hons) MRICS
Executive Director
RICS Registered Valuer
For and on behalf of CBRE Limited
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Source of Information and Scope of Works

Sources of Information	We have carried out our work based upon information supplied to us by the Company and their professional advisors, as set out within this Valuation Report, which we have assumed to be correct and comprehensive, including: 1. Tenancy and management information, supplied on the 28th May and updated ad hoc until the Valuation Date; 2. Capex information, supplied on the 5th June; 3. Measured floor areas; and 4. Detailed comments from the Company on our draft Valuations. , principally at a draft valuation meeting on the 17th June.
The Properties	Our Valuation Report contains a brief summary of the Property details on which our Valuation has been based.
Inspection	As part of our valuation instruction from the Company for financial reporting purposes, the Properties have been subject to external inspections each year. As instructed, we have not re-inspected all the Properties for the purpose of this Valuation. With regard to those Properties which have not been subject to re-inspection, the Company has confirmed that they are not aware of any material changes to the physical attributes of the Properties, or the nature of their location, since the last inspection. We have assumed this advice to be correct. Where Properties have not been reinspected, the valuer will not carry out the usual range of enquiries performed during a full inspection of these Properties and will make the appropriate assumptions based on the information provided or available that, without a full inspection, cannot be verified. The instructing parties acknowledge and accept the heightened and inherent uncertainty and risks relying upon a valuation prepared on a desktop basis.
Areas	We have not measured the Properties but have relied upon the floor areas provided to us by you or your professional advisors, which we have assumed to be correct and comprehensive, and which you have advised us have been calculated using the: Gross Internal Area (GIA), Net Internal Area (NIA) or International Property Measurement Standard (IPMS) 3 – Office, measurement methodology as set out in the latest edition of the RICS Property Measurement Standards.
Environmental Considerations	We have not been instructed to make any investigations in relation to the presence or potential presence of contamination in land or buildings or the potential presence of other environmental risk factors and to assume that if investigations were made to an appropriate extent then nothing would be discovered sufficient to affect value. We have not carried out investigation into past uses, either of the Properties or of any adjacent lands, to establish whether there is any potential for contamination from such uses or sites, or other environmental risk factors and have therefore assumed that none exists.
Sustainability Considerations	In carrying out this Valuation, we have considered the impact of sustainability factors on the value of the Properties. Based on our inspections and our review of the information that was available to us, we have not identified any risk factors which, in our opinion, would affect value. However, CBRE gives no warranty as to the absence of such risk factors in relation to sustainability.

Services and Amenities	We understand that the Properties are located in an area served by mains gas, electricity, water and drainage. None of the services have been tested by us. Enquiries regarding the availability of utilities/services to the development schemes are outside the scope of our Valuation Report.
Repair and Condition	We have not carried out building surveys, tested services, made independent site investigations, inspected woodwork, exposed parts of the structure which were covered, unexposed or inaccessible, nor arranged for any investigations to be carried out to determine whether or not any deleterious or hazardous materials or techniques have been used, or are present, in any part of the Properties. We are unable, therefore, to give any assurance that the Properties are free from defect.
Town Planning	We have not undertaken planning enquiries.
Titles, Tenures and Lettings	Unless stated otherwise within this report, and in the absence of any information to the contrary, we have assumed that: a) the Properties possesses a good and marketable title free from any onerous or hampering restrictions or conditions; b) the building has been erected either prior to planning control, or in accordance with planning permissions, and has the benefit of permanent planning consents or existing use rights for their current use; c) the Properties is not adversely affected by town planning or road proposals; d) the building complies with all statutory and local authority requirements including building, fire and health and safety regulations, and that a fire risk assessment and emergency plan are in place; e) only minor or inconsequential costs will be incurred if any modifications or alterations are necessary in order for occupiers of the Properties to comply with the provisions of the Disability Discrimination Act 1995 (in Northern Ireland) or the Equality Act 2010 (in the rest of the UK); f) all rent reviews are upward only and are to be assessed by reference to full current market rents; g) there are no tenant's improvements that will materially affect our opinion of the rent that would be obtained on review or renewal; h) tenants will meet their obligations under their leases, and are responsible for insurance, payment of business rates, and all repairs, whether directly or by means of a service charge; i) there are no user restrictions or other restrictive covenants in leases which would adversely affect value; j) where more than 50% of the floorspace of the Properties is in residential use, the Landlord and Tenant Act 1987 (the "Act") gives certain rights to defined residential tenants to acquire the freehold/head leasehold interest in the Properties. Where this is applicable, we have assumed that necessary notices have been given to the residential tenants under the provisions of the Act, and that such tenants have

elected not to acquire the freehold/head leasehold interest. Disposal on the open market is therefore unrestricted;

k) where appropriate, permission to assign the interest being valued herein would not be withheld by the landlord where required;

l) vacant possession can be given of all accommodation which is unlet or is let on a service occupancy; and

m) Land Transfer Tax (or the local equivalent) will apply at the rate currently applicable.

In the UK, Stamp Duty Land Tax (SDLT) in England and Northern Ireland, Land and Buildings Transaction Tax (LABTT) in Scotland or Land Transaction Tax (LTT) in Wales, will apply at the rate currently applicable.

Valuation Assumptions

Introduction	An Assumption is defined in the Red Book Glossary and VPS 4 to be a "supposition taken to be true" (an "Assumption"). Assumptions are facts, conditions or situations affecting the subject of, or approach to, a valuation that it has been agreed need not be verified by the valuer as part of the valuation process. Assumptions are made when it is reasonable for the valuer to accept that something is true without the need for specific investigation. The Company has confirmed and we confirm that our Assumptions are correct as far as the Company and we, respectively, are aware. In the event that any of these Assumptions prove to be incorrect then our Valuations should be reviewed. The principal Assumptions which we have made are stated within this Valuation Report. For the avoidance of doubt, the Assumptions made do not affect compliance with the approach to Market Value under the Red Book.
Capital Values	The Valuation has been prepared on the basis of "Market Value", which is defined in the Red Book as: "The estimated amount for which an asset or liability should exchange on the Valuation Date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion." The Valuation represents the figure that would appear in a hypothetical contract of sale at the Valuation Date. No adjustment has been made to this figure for any expenses of acquisition or realisation - nor for taxation which might arise in the event of a disposal. No account has been taken of any inter-company leases or arrangements, nor of any mortgages, debentures or other charge. No account has been taken of the availability or otherwise of capital based Government or European Community grants.
Taxation, Costs and Realisation Costs	As stated above, no allowances have been made for any expenses of realisation nor for taxation which might arise in the event of a disposal. Our Valuations reflect purchasers' statutory and other normal acquisition costs.
VAT	We have not been advised whether the Properties are elected for VAT. All rents and capital values stated in this Valuation Report are exclusive of VAT.
Net Annual Rent	Net annual rent is defined for the purposes of this transaction as "the current income or income estimated by the valuer: (i) ignoring any special receipts or deduction arising from the property; (ii) excluding Value Added Tax and before taxation (including tax on profits and any allowances for interest on capital or loans); and (iii) after making deductions for superior rents (but not for amortisation), and any disbursements including, if appropriate, expenses of managing the property and allowances to maintain it in a condition to command its rent".
Estimated Net Annual Rental Value	The estimated net annual rental value is based on the current rental value of each of the Properties. The rental value reflects the terms of the leases where the Properties, or parts thereof, are let at the Valuation Date. Where the Properties, or parts thereof, are vacant at the Valuation Date, the rental value reflects the rent we consider would be obtainable on an open market letting as at the Valuation Date.

Rental Values	Unless stated otherwise rental values indicated in our Valuation Report are those which have been adopted by us as appropriate in assessing the capital value and are not necessarily appropriate for other purposes, nor do they necessarily accord with the definition of Market Rent in the Red Book, which is as follows: "The estimated amount for which an interest in real property should be leased on the Valuation Date between a willing lessor and a willing lessee on appropriate lease terms in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion."
Fixtures, Fittings and Equipment	Where appropriate we have regarded the shop fronts of retail and showroom accommodation as forming an integral part of the building. Landlord's fixtures such as lifts, escalators, central heating and other normal service installations have been treated as an integral part of the building and are included within our Valuations. Process plant and machinery, tenants' fixtures and specialist trade fittings have been excluded from our Valuations. All measurements, areas and ages quoted in our Valuation Report are approximate.
Environmental Matters	In the absence of any information to the contrary, we have assumed that: a) the Property/Properties is/are not contaminated and is not adversely affected by any existing or proposed environmental law; b) any processes which are carried out on the Property/Properties which are regulated by environmental legislation are properly licensed by the appropriate authorities; c) in England and Wales, the Property/Properties possesses current Energy Performance Certificates (EPCs) as required under the Government's Energy Performance of Buildings Directive – and that they have an energy efficient standard of 'E', or better. Under the Energy Efficiency (Private Rented Property) (England and Wales) Regulations 2015 it became unlawful for landlords to rent out business or residential premise from 1st April 2018 – unless the site has reached a minimum EPC rating of an 'E', or secured a relevant exemption. In Scotland, we have assumed that the Property/Properties possesses current EPCs as required under the Scottish Government's Energy Performance of Buildings (Scotland) Regulations – and that they meet energy standards equivalent to those introduced by the 2002 building regulations. The Assessment of Energy Performance of Non-Domestic Buildings (Scotland) Regulations 2016 requires building owners to commission an EPC and Action Plan for sale or new rental of non-domestic buildings bigger than 1,000 sq m that do not meet 2002 building regulations energy standards. Action Plans contain building improvement measures that must be implemented within 3.5 years, subject to certain exemptions; d) In January 2021 the Government set out proposals in England and Wales for 'improving the energy performance of privately rented homes'. The key tenets of the proposals are to: reduce emissions; tackle fuel poverty; improve asset quality; reduce energy bills; enhance energy security; and support associated employment. The proposals were wide ranging and included new demands on residential landlords through Energy Performance Certificates ('EPCs'). Existing PRS Regulations set a minimum standard of EPC Band E for residential units to be lettable. The Government proposals see this threshold being raised to EPC

Band C for all new tenancies created from 01 April 2025 and for all existing tenancies by 1 April 2028.

The principle for relevant building works is to be 'fabric first' meaning maximisation of components and materials that make up the building fabric to enhance, for example, insulation, ventilation and air-tightness. The proposals also cite; compliance measures and penalties for landlords, letting agents and local authorities; and affordability support for carrying out necessary works. The implication was (as with the existing EPC Band E requirement) that private rented units may effectively be rendered unlettable if they failed to meet or exceed the minimum EPC requirement.

On 20 September 2023 the then Prime Minister announced revisions to the PRS Regulations such that residential landlords will not be fined if they do not meet these requirements. It was not specified if this denotes a delay to the effective fates or the removal of the penalty.

In addition the then Prime Minister announced that Boiler Upgrade Scheme subsidies will be increased from £5,000 to £7,500, and the timeframe for removal of gas fired boilers delayed until 2035.

The change in policy is more towards incentivising change as opposed to enforcement.

The UK's Net Zero 2050 pledge is still being upheld although future revisions are not out of the question, particularly in the event of a potential change in Government. It is likely that institutional landlords in particular will continue to target energy efficiency given policy change uncertainty and the ever increasing focus on ESG; we therefore expect EPC ratings to continue to be a focus for residential investors and occupiers in the UK;

e) the Properties are either not subject to flooding risk or, if they are, that sufficient flood defences are in place and that appropriate building insurance could be obtained at a cost that would not materially affect the capital value; and

f) invasive species such as Japanese Knotweed are not present on the Properties.

High voltage electrical supply equipment may exist within, or in close proximity of, the Properties. The National Radiological Protection Board (NRPB) has advised that there may be a risk, in specified circumstances, to the health of certain categories of people. Public perception may, therefore, affect marketability and future value of the Properties. Our Valuation reflects our current understanding of the market and we have not made a discount to reflect the presence of this equipment.

Repair and Condition

In the absence of any information to the contrary, we have assumed that:

a) there are no abnormal ground conditions, nor archaeological remains, present which might adversely affect the current or future occupation, development or value of the Properties;

b) the Properties are free from rot, infestation, structural or latent defect;

c) no currently known deleterious or hazardous materials or suspect techniques, including but not limited to Composite Panelling, ACM Cladding, High Alumina Cement (HAC), Asbestos, Reinforced Autoclaved Aerated Concrete (Raac), have been used in the construction of, or subsequent alterations or additions to, the Properties; and

d) the services, and any associated controls or software, are in working order and free from defect.

We have otherwise had regard to the age and apparent general condition of the Properties. Comments made in the property details do not purport to express an opinion about, or advise upon, the condition of uninspected parts and should not be taken as making an implied representation or statement about such parts.

Title, Tenure, Lettings, Planning, Taxation and Statutory & Local Authority Requirements

Unless stated otherwise within this Valuation Report, and in the absence of any information to the contrary, we have assumed that:

a) the Properties possess a good and marketable title free from any onerous or hampering restrictions or conditions;

b) the building has been erected either prior to planning control, or in accordance with planning permissions, and has the benefit of permanent planning consents or existing use rights for their current use;

c) the Properties are not adversely affected by town planning or road proposals;

d) the building complies with all statutory and local authority requirements including building, fire and health and safety regulations, and that a fire risk assessment and emergency plan are in place;

e) only minor or inconsequential costs will be incurred if any modifications or alterations are necessary in order for occupiers of the Properties to comply with the provisions of the Disability Discrimination Act 1995 (in Northern Ireland) or the Equality Act 2010 (in the rest of the UK);

f) all rent reviews are upward only and are to be assessed by reference to full current market rents;

g) there are no tenant's improvements that will materially affect our opinion of the rent that would be obtained on review or renewal;

h) tenants will meet their obligations under their leases, and are responsible for insurance, payment of business rates, and all repairs, whether directly or by means of a service charge;

i) there are no user restrictions or other restrictive covenants in leases which would adversely affect value;

j) where more than 50% of the floorspace of the Properties is in residential use, the Landlord and Tenant Act 1987 (the "Act") gives certain rights to defined residential tenants to acquire the freehold/head leasehold interest in the Properties. Where this is applicable, we have assumed that necessary notices have been given to the residential tenants under the provisions of the Act, and that such tenants have elected not to acquire the freehold/head leasehold interest. Disposal on the open market is therefore unrestricted;

k) where appropriate, permission to assign the interest being valued herein would not be withheld by the landlord where required;

l) vacant possession can be given of all accommodation which is unlet or is let on a service occupancy; and

m) Land Transfer Tax (or the local equivalent) will apply at the rate currently applicable.

In the UK, Stamp Duty Land Tax (SDLT) in England and Northern Ireland, Land and Buildings Transaction Tax (LABTT) in Scotland or Land Transaction Tax (LTT) in Wales, will apply at the rate currently applicable.

Appendices

Appendix A: Schedule of Properties as at 30 June 2024

Address	Property Type	Tenure	Most Recent Inspection Date	Ownership Purpose
The Mall Wood Green, 159 High Street, London, United Kingdom, N22 6YQ	Retail	Freehold	29 June 2024	Investment
The Mall, Maidstone, Pad's Hill, Maidstone, United Kingdom, ME15 6AT	Retail	Freehold	29 November 2023	Investment
The Exchange, Ilford, High Street, London, United Kingdom, IG1 1RS	Retail	Freehold	30 April 2024	Investment
17 & Central, Walthamstow, 42 Selbourne Road, London, United Kingdom, E17 7JR	Retail	Long Leasehold (250 years)	29 June 2024	Investment
Marlowes, Hemel Hempstead, Hemel Hempstead, Hemel Hempstead, United Kingdom, HP1 1DX	Retail	Freehold	24 November 2023	Investment
The Gyle Edinburgh, Gyle Ave, Edinburgh, United Kingdom, EH12 9JY	Retail	Heritable Title	6 July 2024	Investment

Appendix B: Property Details as at 30 June 2024

Property	Description, Age and Tenure	Terms of Existing Tenancies	Annual Rent receivable as at 30 June 2024	Estimated Rental Value (ERV) as at 30 June 2024	Market Value as at 30 June 2024
The Gyle Shopping Centre, Gyle Avenue, Edinburgh, EH12 9JY	The property is located 6 km west of Edinburgh city centre. The property is held on heritable title. This enclosed centre is anchored by Morrisons and Marks & Spencer, which are located on western and eastern ends of the centre respectively with all other retail units located in between two anchor stores. The food court is located at the first floor and consists of six food outlets. The property benefits from 2,500 surface car parking spaces. The bus stop is located on the site with the tram service being located in the immediate vicinity connecting The Gyle with Edinburgh city centre and the airport. The anchor stores, Morrisons and Marks and Spencer are let for a long term (125+ years) at a peppercorn rent albeit they contribute to the service charge of the centre. Other major occupiers include Next, Boots and WH Smith and their combined income is c.40% of the total income however the lease for Boots expires in July 2025. The property benefits from weighted average unexpired lease term of 3.16 years to expiry and 2.89 years to break (excluding mall income). The property’s occupancy rate is 93.05% by ERV albeit there are a number of temporary leases included in this figure.	The majority of leases are drawn on full repairing and insuring terms. In general, the retail unit rents are subject to five- yearly, upwards- only rent reviews to market rental value. In addition to these tenancies, there are several licences held within the centre, in respect of kiosks, advertising, telecom stations and sundry mall provisions. There are also a number of concessionary rents and short-term inclusive lettings that have been granted.	£6,283,109 (Excl.)	£5,431,949 (Excl.)	£42,000,000

Property	Description, Age and Tenure	Terms of Existing Tenancies	Annual Rent receivable as at 30 June 2024	Estimated Rental Value (ERV) as at 30 June 2024	Market Value as at 30 June 2024
The Mall, Wood Green, 159 High Road, London, N22 6YQ	The property is located in the north London suburb of Wood Green, approximately 6 miles north of central London. The property is held on a freehold title. This enclosed centre comprises two separate elements with frontage to either side of the High Street, which are connected by an enclosed bridge on the first floor. The centre is anchored by Primark, Travelodge, Cineworld, H&M and TK Maxx. There is food and beverage throughout with a concentration of food outlets in part of the north side of the scheme on the ground floor. The property benefits from a multi storey car park with 1,500 parking spaces. There is good public transport provision with Wood Green Underground Station approximately 3 minutes' walk. Other major occupiers include Boots, Argos and Pure Gym. The top five occupiers combined income is c.25% of the total income with H&M in the process of renewing their lease, which has expired. The property benefits from weighted average unexpired lease term of 5.42 years to expiry and 3.96 years to break (excluding car parking income and mall income). The property's occupancy rate is 95.29% by ERV.	The majority of leases are drawn on full repairing and insuring terms. In general, the retail unit rents are subject to five- yearly, upwards- only rent reviews to market rental value. In addition to these tenancies, there are several licences held within the centre, in respect of kiosks, advertising, telecom stations and sundry mall provisions. There are also a number of concessionary rents and short-term inclusive lettings that have been granted.	£13,043,519 (Excl.)	£12,781,062 (Excl.)	£152,500,000

Property	Description, Age and Tenure	Terms of Existing Tenancies	Annual Rent receivable as at 30 June 2024	Estimated Rental Value (ERV) as at 30 June 2024	Market Value as at 30 June 2024
17 & Central, 42 Selborne Road, Walthamstow, E17 7JR	Walthamstow is located approximately 9 miles north east of Central London in the London Borough of Waltham Forest. The property is held on a Long Lease from 23 June 2022 for 250 years. This enclosed centre is anchored by Asda and Lidl supermarkets, located on western and eastern ends of the centre respectively with all other retail units located in between these stores. The old food court has been transformed into a modern food and leisure destination.. The space consists of a number of food outlets, a bar, outdoor terrace, events space and a children's soft play facility. There is a multi-storey car park located within the property providing parking for approximately 500 vehicles accessed via Selborne Road. The scheme is located adjacent to Walthamstow Underground Station and bus station, a short walk from the centre. Plans to redevelop and extend The Mall, Walthamstow were approved by London Borough of Waltham Forest's Planning Committee on 27 January 2021. This approved scheme will provide new retail space, 495 new homes for private rent (Phase 1), 43 new homes for private sale, a new external children's play area and re-landscaped town square. The works began in mid-July 2022 and completion of Phase 1 is scheduled for mid-2025. Other major occupiers include TK Maxx, The Gym and Sportsdirect. Top five occupiers account for c.30% of the total income. The property benefits from weighted average unexpired lease term of 5.96 years to expiry and 4.18 years to break (excluding car parking income and mall income).	The majority of leases are drawn on full repairing and insuring terms. In general, the retail unit rents are subject to five- yearly, upwards- only rent reviews to market rental value. In addition to these tenancies, there are several licences held within the centre, in respect of kiosks, advertising, telecom stations and sundry mall provisions. There are also a number of concessionary rents and short-term inclusive lettings that have been granted.	£5,995,877 (Excl.)	£6,937,707 (Excl.)	£77,000,000

Property	Description, Age and Tenure	Terms of Existing Tenancies	Annual Rent receivable as at 30 June 2024	Estimated Rental Value (ERV) as at 30 June 2024	Market Value as at 30 June 2024
	The property's occupancy rate is 94.60% by ERV (with the exclusion of the units under reconfiguration to facilitate Phase 1 of the new development) albeit there are a number of temporary let leases included in this figure.				
The Exchange, Ilford, High Road, Ilford, IG1 1RS	Ilford is located approximately 9 miles northeast of Central London in the London Borough of Redbridge. The property is held on a freehold title. This enclosed centre is retail anchored by TK Maxx, who have relocated to the mid-level of the former Debenhams store, as well as a two-level Next store. The Instant Group, which occupied the top level of the former Debenhams store, have exercised their break and will vacate in September 2024. The unit will be split, and part of the unit is under offer to a children's soft play centre. The lower level of the former Debenhams unit is under offer to a supermarket operator. The NHS are also now in occupation on a 25 year lease. The property benefits from fronting on to the new entrance at Ilford Railway Station, for the Elizabeth Line. The scheme is also well connected to the national road system with the M25 and M11 situated 11 miles and 4 miles respectively from Ilford. There is a multi-storey car park located within the property providing parking for approximately 1,200 vehicles. The combined income of the top 5 tenants is c.26% of the total income. The property benefits from weighted average unexpired lease term of 5.71 years to expiry and 4.86 years to break (excluding car parking income and mall income). The property's occupancy rate is 92.19% by ERV albeit there are a number of temporary letting leases included in this figure.	The majority of leases are drawn on full repairing and insuring terms. In general, the retail unit rents are subject to five- yearly, upwards- only rent reviews to market rental value. In addition to these tenancies, there are several licences held within the centre, in respect of kiosks, advertising, telecom stations and sundry mall provisions. There are also a number of concessionary rents and short-term inclusive lettings that have been granted.	£5,604,935 (Excl.)	£6,413,615 (Excl.)	£62,300,000

Property	Description, Age and Tenure	Terms of Existing Tenancies	Annual Rent receivable as at 30 June 2024	Estimated Rental Value (ERV) as at 30 June 2024	Market Value as at 30 June 2024
The Mall, Pads Hill, Maidstone, ME15 6AT	Maidstone is largest town in Kent and is the municipal centre for the county. The town lies 32 miles from the south east of London. The property is held on a freehold title. This enclosed centre comprises retail accommodation arranged over 3 floors. The centre is anchored by B&M, Boots, Matalan, Sportsdirect and Next. The centre is adjacent to a large Sainsbury's and is located in Maidstone town centre. The town's main bus station is located between the Property and the adjacent Sainsbury's and provides direct access to the scheme. Buses run to several local and regional destinations. There is a multi-storey car park located within the property providing parking for approximately 1,050 vehicles. Other tenants include Pure Gym, Iceland and Lewis Home Retail (TJ Hughes). The combined income of the top 5 tenants is c.23% of the total income. The property benefits from weighted average unexpired lease term of 5.55 years to expiry and 4.18 years to break (excluding car parking income and mall income). The property's occupancy rate is 88.52% by ERV albeit there are a number of temporary letting leases included in this figure.	The majority of leases are drawn on full repairing and insuring terms. In general, the retail unit rents are subject to five - yearly, upwards - only rent reviews to market rental value. In addition to these tenancies, there are several licences held within the centre, in respect of kiosks, advertising, telecom stations and sundry mall provisions. There are also a number of concessionary rents and short-term inclusive lettings that have been granted.	£5,132,618(Excl.)	£5,191,367(Excl.)	£31,300,000

Property	Description, Age and Tenure	Terms of Existing Tenancies	Annual Rent receivable as at 30 June 2024	Estimated Rental Value (ERV) as at 30 June 2024	Market Value as at 30 June 2024
The Marlowes, Hemel Hempstead, HP2 4TU	The property is located in Hemel Hempstead town centre, approximately 24 miles north of central London. The property is held on freehold title. The shopping centre was built in 1990 with a main mall running north to south and two connecting malls to the Marlowes. Most of the trading takes place on the ground floor, with some on the first floor in the North and South Courts. Hemel Hempstead railway station, situated 1.3 miles southeast of the property is on the London Midland line, providing a frequent and direct train service to London Euston, with a fast journey time of only 27 minutes. The property benefits from a rooftop multi-story car park providing 1,200 spaces. The scheme is served by a number of bus routes, which are accessed adjacent to the centre. Major occupiers include B&M, Pure Gym, New Look, Metro Bank, Sportsdirect and Bank of Scotland and their combined income is c.46% of the total income however New Look and Sportsdirect have lease expiry/tenant break option in the next 24 months. Marks & Spencer also have a store entrance directly accessing the centre which is held on a long lease (82 years) at a peppercorn rent. The property benefits from weighted average unexpired lease term of 3.99 years to expiry and 3.31 years to break (excluding car parking income and mall income). The property's occupancy rate is 85.60% by ERV albeit there are a number of temporary letting leases included in this figure.	The majority of leases are drawn on full repairing and insuring terms. In general, the retail unit rents are subject to five- yearly, upwards- only rent reviews to market rental value. In addition to these tenancies, there are several licences held within the centre, in respect of kiosks, advertising, telecom stations and sundry mall provisions. There are also a number of concessionary rents and short-term inclusive lettings that have been granted.	£2,746,420 (Excl.)	£3,197,612 (Excl.)	£9,800,000