

**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 immediately consult your 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.

This document comprises a supplementary prospectus (the "**Supplementary Prospectus**" which definition shall include all information incorporated by reference herein) relating to Triple Point Social Housing REIT plc (the "**Company**") and has been prepared in accordance with the Prospectus Regulation Rules of the Financial Conduct Authority (the "**FCA**") made under section 73(A) of the FSMA (the "**Prospectus Regulation Rules**"). A copy of this Supplementary Prospectus has been filed with and approved by the FCA pursuant to section 87A of FSMA and will be made available to the public in accordance with Article 21 of Regulation (EU) 2017/1129 as it forms part of United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "**EUWA**") and the regulations made under the EUWA (as amended or superseded, the "**UK Prospectus Regulation**").

This Supplementary Prospectus is supplementary to, and must be read in conjunction with, the prospectus published by the Company on 30 September 2020 (the "**Prospectus**") in connection with the placing, open offer and offer for subscription of up to 94,339,622 Ordinary Shares and the Placing Programme for up to a further 150 million Ordinary Shares in one or more tranches throughout the period commencing on 30 September 2020 to 29 September 2021.

Except as expressly stated herein, or unless the context otherwise requires, capitalised terms contained in this Supplementary Prospectus shall have the meanings given to such terms in the Prospectus.

This Supplementary Prospectus has been approved by the FCA, as competent authority under the UK Prospectus Regulation. The FCA only approves this Supplementary Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation and such approval shall not be considered as an endorsement of the Company or the quality of the Ordinary Shares that are the subject of this Supplementary Prospectus. Investors should make their own assessment as to the suitability of investing in the Ordinary Shares.

The Company and the Directors, whose names are set out on page 40 of the Prospectus, accept responsibility for this Supplementary Prospectus. To the best of the knowledge of the Company and the Directors, the information contained in this Supplementary Prospectus is in accordance with the facts and this Supplementary Prospectus does not omit anything likely to affect its import.

**PROSPECTIVE INVESTORS SHOULD READ THIS SUPPLEMENTARY PROSPECTUS AND THE PROSPECTUS, AND ANY DOCUMENT INCORPORATED IN THE PROSPECTUS AND THIS SUPPLEMENTARY PROSPECTUS BY REFERENCE, AS A WHOLE. IN PARTICULAR, PROSPECTIVE INVESTORS ARE ADVISED TO EXAMINE ALL THE RISKS THAT MIGHT BE RELEVANT IN CONNECTION WITH AN INVESTMENT AS SET OUT IN THE SECTION OF THE PROSPECTUS ENTITLED "RISK FACTORS".**

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## **TRIPLE POINT SOCIAL HOUSING REIT PLC**

*(Incorporated in England and Wales under the Companies Act 2006 with registered number 10814022  
and registered as an investment company under section 833 of the Companies Act 2006)*

### **SUPPLEMENTARY PROSPECTUS PLACING PROGRAMME OF UP TO 150 MILLION ORDINARY SHARES**

*Sponsor, Joint Financial Adviser, Sole Global Coordinator and Bookrunner*

**STIFEL NICOLAUS EUROPE LIMITED**

*Joint Financial Adviser*

**AKUR LIMITED**

*Investment Manager*

**TRIPLE POINT INVESTMENT MANAGEMENT LLP**

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Stifel Nicolaus Europe Limited ("**Stifel**"), which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively for the Company and for no-one else, will not regard any other person (whether or not a recipient of this Supplementary Prospectus) as a client and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Stifel, nor for providing advice, the contents of this Supplementary Prospectus or any matters referred to herein.

Akur Limited ("**Akur**") which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively for the Company and for no-one else, will not regard any other person (whether or not a recipient of this Supplementary Prospectus) as a client and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Akur, nor for providing advice, the contents of this Supplementary Prospectus or any matters referred to herein.

Apart from the responsibilities and liabilities, if any, which may be imposed on Stifel and Akur by FSMA, or the regulatory regime established thereunder, or under the regulatory regime of any other jurisdiction where exclusion of liability under the relevant regulatory regime would be illegal, void or unenforceable, each of Stifel and Akur and any person affiliated with them do not accept any responsibility whatsoever and make no representation or warranty, express or implied, for the contents of this Supplementary Prospectus, including its accuracy or completeness, or for any other statement made or purported to be made by any of them, or on behalf of them, by or on behalf of the Company or any other person in connection with the Company or the Ordinary Shares and nothing contained in this Supplementary Prospectus is or shall be relied upon as a promise or representation in this respect, whether as to the past or future. Each of Stifel and Akur and any of their respective affiliates accordingly disclaim to the fullest extent permitted by law all and any responsibility or liability whatsoever whether arising in tort, contract or otherwise (save as referred to above) which it might otherwise have in respect of this Supplementary Prospectus or any such statement.

Investors should rely only on the information contained in this Supplementary Prospectus (together with the Prospectus). No person has been authorised to give any information or make any representations other than those contained in this Supplementary Prospectus (together with the Prospectus) and, if given or made, such information or representations must not be relied upon as having been so authorised by the Group, the Investment Manager or the Joint Financial Advisers. Without prejudice to the Company's obligations under the Prospectus Regulation Rules, the delivery of this Supplementary Prospectus (together with the Prospectus), under any circumstances, creates no implication that there has been no change in the affairs of the Group since the date of this Supplementary Prospectus.

Each of Stifel and Akur and any their respective affiliates may have engaged in transactions with, and provided various investment banking, financial advisory and other services for, the Company and the Investment Manager, for which they would have received customary fees. Each of Stifel and Akur and any of their respective affiliates may provide such services to the Company and the Investment Manager and any of their respective affiliates in the future.

The contents of this Supplementary Prospectus are not to be construed as legal, financial, business, investment or tax advice. Investors should consult their own legal adviser, financial adviser or tax adviser for legal, financial, business, investment or tax advice. Investors must inform themselves as to: (a) the legal requirements within their own countries for the purchase, holding, transfer, redemption or other disposal of Ordinary Shares; (b) any foreign exchange restrictions applicable to the purchase, holding, transfer, redemption or other disposal of Ordinary Shares which they might encounter; and (c) the income and other tax consequences which may apply in their own countries as a result of the purchase, holding, transfer, redemption or other disposal of Ordinary Shares. Investors must rely on their own representatives, including their own legal advisers and accountants, as to legal, financial, business, investment, tax, or other any related matters concerning the Company and an investment therein. None of the Group, the Investment Manager or the Joint Financial Advisers or any of their respective representatives is making any representation to any offeree or purchaser of Ordinary Shares regarding the legality of an investment in the Ordinary Shares by such offeree or purchaser under the laws applicable to such offeree or purchaser.

No action has been taken to permit the distribution of this Supplementary Prospectus in any jurisdiction other than the United Kingdom. Accordingly, this Supplementary Prospectus may not be used for the purpose of, and does not constitute, an offer or solicitation by anyone in any jurisdiction or in any circumstances in which such offer or solicitation is unlawful or not authorised or to any person to whom it is unlawful to make such offer or solicitation.

This Supplementary Prospectus is not being sent to investors with registered addresses in Canada, Australia, the Republic of South Africa, New Zealand, Japan or, except in the limited circumstances described in the Prospectus, the United States, or any other jurisdiction where it would be unlawful to do so, and does not constitute an offer to sell, or the solicitation of an offer to buy, Ordinary Shares in any jurisdiction in which such offer or solicitation is unlawful. In particular, this Supplementary Prospectus is not for release, publication or distribution in or into Canada, Australia, the Republic of South Africa, New Zealand, Japan or, except in the limited circumstances described in the Prospectus, the United States, or any other jurisdiction where it would be unlawful to do so.

The Company has not been, and will not be registered under the US Investment Company Act of 1940, as amended (the "**Investment Company Act**"), and investors will not be entitled to the benefits of the Investment Company Act. The Ordinary Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the "**Securities Act**"), or with any other securities regulatory authority of any state or other jurisdiction of the United States, or under the applicable securities laws of Canada, Australia, the Republic of South Africa, New Zealand or Japan and, except as set forth below, may not be offered, sold, pledged or otherwise transferred or delivered, directly or indirectly, in or into the United States or to, or for the account or benefit of, any US person, or to any national, resident or citizen of Canada, Australia, the Republic of South Africa, New Zealand or Japan. Ordinary Shares will be offered and sold only under the Placing Programme: (i) outside the United States to, and for the account or benefit of, non-US persons in "offshore transactions" within the meaning of, and in reliance on, the exemption from registration provided by Regulation S under the Securities Act; and (ii) in a concurrent private placement in the United States to a limited number of "qualified institutional buyers" as defined in Rule 144A under the Securities Act that are also "qualified purchasers" within the meaning of Section 2(a)(51) of the Investment Company Act and the rules thereunder.

Copies of this Supplementary Prospectus and the Annual Report (along with the Prospectus) will be available on the Company's website ([www.triplepointreit.com](http://www.triplepointreit.com)) and the National Storage Mechanism of the FCA at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

## EVENTS ARISING SINCE PUBLICATION OF THE PROSPECTUS

### 1. SIGNIFICANT NEW FACTOR

This Supplementary Prospectus is being published in relation to the Company's current Placing Programme. This Supplementary Prospectus is a regulatory requirement under the Prospectus Regulation Rules following the publication of the Company's annual report and accounts for the financial period ended 31 December 2020 (the "**Annual Report**") which constitutes a significant new factor relating to financial information contained in the Prospectus. This Supplementary Prospectus is supplemental to the Prospectus and has been approved for publication by the FCA.

The financial statements for the financial year ended 31 December 2020 were audited by the Auditor. The Auditor's report was unqualified, did not include any references to any matters to which the Auditors drew attention by way of emphasis without qualifying their report and did not contain a statement under section 498(2) or 498(3) of the Companies Act.

A copy of the Annual Report has been filed with the FCA and, by virtue of this Supplementary Prospectus, the Annual Report is incorporated in full in, and forms part of, this Supplementary Prospectus and the Prospectus is supplemented accordingly.

### 2. SUPPLEMENTS TO THE SUMMARY

As a result of the publication of the Annual Report for the Company for the financial period ended 31 December 2020, paragraph 2 of the summary section of the Prospectus is hereby supplemented as follows:

<b>2.</b>	<b>WHAT IS THE KEY FINANCIAL INFORMATION REGARDING THE ISSUER</b>										
2.1	The selected financial information in the tables below has been extracted without material adjustment from the audited consolidated financial information of the Company for the years ended 31 December 2019 and 31 December 2020.										
2.2	<b>Additional information relating to closed ended funds</b>										
	<table><tr><td><i>Share class</i></td><td>Ordinary</td></tr><tr><td><i>Total EPRA NTA (31 December 2020)</i></td><td>£428.6 million</td></tr><tr><td><i>Number of shares (31 December 2020)</i></td><td>402,789,002*</td></tr><tr><td><i>EPRA NTA per share (31 December 2020)</i></td><td>106.42p</td></tr><tr><td><i>Historical performance of the Company</i></td><td><i>Financial year ended 31 December 2020</i> Dividend per share: 5.18p; Total Accounting Return: 5.9% <i>Financial year ended 31 December 2019</i> Dividend per share: 5.095p; Total Accounting Return: 6.5%</td></tr></table>	<i>Share class</i>	Ordinary	<i>Total EPRA NTA (31 December 2020)</i>	£428.6 million	<i>Number of shares (31 December 2020)</i>	402,789,002*	<i>EPRA NTA per share (31 December 2020)</i>	106.42p	<i>Historical performance of the Company</i>	<i>Financial year ended 31 December 2020</i> Dividend per share: 5.18p; Total Accounting Return: 5.9% <i>Financial year ended 31 December 2019</i> Dividend per share: 5.095p; Total Accounting Return: 6.5%
<i>Share class</i>	Ordinary										
<i>Total EPRA NTA (31 December 2020)</i>	£428.6 million										
<i>Number of shares (31 December 2020)</i>	402,789,002*										
<i>EPRA NTA per share (31 December 2020)</i>	106.42p										
<i>Historical performance of the Company</i>	<i>Financial year ended 31 December 2020</i> Dividend per share: 5.18p; Total Accounting Return: 5.9% <i>Financial year ended 31 December 2019</i> Dividend per share: 5.095p; Total Accounting Return: 6.5%										

\* excluding 450,000 Ordinary Shares held in treasury

## 2.3 Income statement for closed ended funds

	Full Year ended 31 December 2020 (audited)	Full Year ended 31 December 2019 (audited)
Rental Income (£'000)	28,393	21,112
Profit for the year (£'000)	24,594	23,717
Management fees (£'000)	4,100	3,869
IFRS Earnings per shares (basic and diluted)	6.82p	6.75p
EPRA Earnings per share (basic and diluted)	4.61p	3.39p

## 2.4 Balance sheet for closed ended funds

	Full Year ended 31 December 2020 (audited)	Full Year ended 31 December 2019 (audited)
Total net assets (£'000)	428,651	369,733
Leverage ratio*	31.5%	31.1%

\* The proportion of the Group's portfolio funded by borrowings.

## 3. FINANCIAL INFORMATION RELATING TO THE COMPANY

### 3.1 Annual Report for the financial period ended 31 December 2020

As a result of the publication of the Annual Report for the Company for the financial period ended 31 December 2020, Part 14 of the Prospectus is hereby supplemented as follows:

### 3.2 Published Annual Report for the financial period ended 31 December 2020

#### (a) Financial information

The published Annual Report for the Company for the financial period ended 31 December 2020, which has been incorporated in full in this document by reference, included, amongst other things, the following information (on the pages specified in the table below):

Information reference	incorporated by	Page references of the Company's annual report and accounts for Full Year ended 31 December 2020
Chairman's Statement		16
Investment Manager's Report		32
Directors' Remuneration Report		87
Directors' Report		93
Independent Auditor's Report		97
Group Statement of Comprehensive Income		108
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Notes to the Company Accounts	135

#### 4. OTHER ANNOUNCEMENTS INCORPORATED BY REFERENCE

The information in this paragraph 4 supplements the information set out in paragraph 16.4 of Part 10 of the Prospectus:

<i>Information incorporated by reference</i>	<i>RNS announcement date</i>
Results for the six months ended 30 June 2020	30 September 2020
Portfolio update in relation to Westmoreland Supported Housing	13 October 2020
Publication of Supplementary prospectus	15 October 2020
Results of issue	21 October 2020
Result of general meeting	21 October 2020
Acquisition of a portfolio of five properties comprising 74 individual units and a further six properties, comprising 59 individual units for approximately £28.9 million (excluding acquisition costs)	2 November 2020
Rent collection, Net Asset Value and dividend declaration	5 November 2020
Increase of revolving credit facility from £130 million to £160 million and extension of initial maturity by a year to 20 December 2023	15 December 2020
Portfolio update in relation to My Space Housing Solutions	17 December 2020
Dividend declaration	4 March 2021
Results for the year ended 31 December 2020	5 March 2021
Acquisition of seven properties, comprising 68 individual units for approximately £12.1 million (excluding acquisition costs) since the previous acquisition update released on 2 November 2020	9 March 2021
Annual financial report and notice of AGM	12 March 2021
Portfolio update in relation to Hilldale Housing Association and Pivotal Housing Association	18 March 2021

Purchase by the Investment Manager of 250,042 Ordinary Shares pursuant to the Investment Management Agreement (with such purchase having been made by Perihelion One Limited, a company within the Triple Point Group) 6 April 2021

## **5. SIGNIFICANT CHANGE**

Save to the extent disclosed below, there has been no significant change in the financial position of the Group since 31 December 2020, being the date to which the Group's latest financial statements were published:

- The Company declared an interim dividend of 1.295 pence per Ordinary Share in respect of the period from 1 October to 31 December 2020. This dividend was paid on 26 March 2021 to shareholders on the register at 12 March 2021.
- Since the year end, the Group has acquired five properties comprising 50 units for, in aggregate, £9.56 million (excluding acquisition costs) at net initial yields in line with the Company's existing portfolio.

## **6. GENERAL**

To the extent there is any inconsistency between any statement in this Supplementary Prospectus and any other statement in or incorporated by reference in the Prospectus, the statements in this Supplementary Prospectus shall prevail.

Save as disclosed in this Supplementary Prospectus, no other significant new factor, material mistake or material inaccuracy relating to information included in the Prospectus has arisen since publication of the Prospectus.

## **7. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of this Supplementary Prospectus (along with the Prospectus and the Annual Report) will be available on the Company's website (<http://www.triplepointreit.com>) and the National Storage Mechanism of the FCA at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

**14 April 2021**