WAREHOUSE REIT PLC

STATUTORY ACCOUNTS

FOR THE PERIOD 24 JULY 2017 TO 31 JULY 2017

COMPANY NO. 10880317

1st set

13-9-17- 86 (Fees)

WAREHOUSE REIT PLC
For the period ended 31 July 2017

DIRECTORS' REPORT

The Directors present the financial statements for the period from incorporation on 24 July 2017 to 31 July 2017, and the Auditors Report
The Company did not trade during the period from incorporation on 24 July 2017 to 31 July 2017

The Company is currently in the process of seeking an admission to AIM and as part of this process intends to invest in a diversified portfolio of UK listed warehouse assets (see Strategic report and note 9 of the financial statements)

The Company did not have any employees in the period and the Directors did not receive any remuneration for their services in the period
No dividends were either declared or paid in the period

Capital Structure

Details of the issued share capital, together with details of the movements in the company's issued share capital during the period are shown in note 5. The Company has two classes of shares, ordinary shares and redeemable ordinary shares Each share carries the right to one vote at general meetings of the Company

The Redeemable Ordinary Shares shall be redeemed by the Company immediately upon any future admission to AIM in consideration of the payment of a sum equal to the amount received by the Company in payment of the amount due on the Redeemable Ordinary Shares In all other respects, the rights of the Redeemable Ordinary Shares are the same as and rank *pari passu* with, the Ordinary Shares

Directors

The Directors, who served throughout the period were as follows

S.W Barrow (Appointed 24 July 2017)

S.R Hope (Appointed 24 July 2017)

Substantial shareholdings

On 31 July 2017, the Company had been notified, in accordance with chapter 5 of the Disclosure and Transparency Rules, of the following voting rights as a shareholder of the Company.

	As at 31 July 2017	
<u>Shareholder</u>	Number of Shares held	% of total voting rights
Tilstone Partners Limited	50,001	100 00

During the period between 31 July 2017 and 23 August 2017 the Company did not receive any notifications under chapter 5 of the Disclosure and Transparency Rules.

Going concern

The Directors, having made enquiries and considered the Company's financial position, are of the opinion that the Company has the adequate resources to continue in operational existence for the foreseeable future. Accordingly, the Directors have adopted the going concern basis of accounting in preparing these financial statements

Post balance sheet events

Details of significant events since the balance sheet date are contained in note 9 to the financial statements.

Auditor

Each of the persons who is a Director at the date of approval of this annual report confirms that
- so far as the Director is aware, there is no relevant audit information of which the Company's Auditor is unaware, and
- the Director has taken all the steps that he/she ought to have taken as a Director in order to make himself/herself aware of any relevant audit information and to establish that the Company's Auditor is aware of that information

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Deloitte LLP have confirmed their willingness to continue in office as auditor in accordance with Section 489 of the Companies Act 2006 The Company is satisfied that Deloitte LLP are independent and there are adequate safeguards in place to safeguard their objectivity A resolution to reappoint Deloitte LLP as the Company's auditor will be proposed at the forthcoming Annual General Meeting

By order of the Board,

Simon Hope
Director
23 Aug 17

Gorse Stacks House,
George Street,
Chester,
CH1 3EQ

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations. Company law requires the Directors to prepare such financial statements for each financial year Under that law the directors are required to prepare the financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union and Article 4 of the IAS Regulation Under Company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period

In preparing the financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

In preparing the financial statements. International Accounting Standard 1 requires that Directors

- properly select and apply accounting policies,
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information,
- provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance, and
- make an assessment of the Company's ability to continue as a going concern.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions

Directors' responsibility statement

We confirm that to the best of our knowledge

- the financial statements, prepared in accordance with the relevant financial reporting framework, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company; and
- the financial statements, taken as a whole, are fair, balanced and understandable and provide the information necessary for shareholders to assess the Company's position and performance, business model and strategy

By order of the Board

S.R Hope
Director

23-Aug 17

WAREHOUSE REIT PLC
For the period ended 31 July 2017

STRATEGIC REPORT

As detailed in the Directors report the Company did not trade in the period with the only transactions being the issuance of share capital to a related party The Company is currently in the process of seeking an admission to the AIM and as part of this process intends to invest in a diversified portfolio of UK listed warehouse assets. As at the same date as the date of approval of these statutory accounts the Company has published a Prospectus in connection with the issue of up to 150,000,000 ordinary share of the Company pursuant to a placing and offer for subscription (including an intermediaries offer) at a price of £1.00 per Ordinary Share. The offer for subscription will remain open until 14 September 2017 and the intermediaries offer and the placing will remain open until 15 September 2017. On satisfactory closing of the placing and open offer for subscription (including intermediaries offer) the Ordinary Shares of the Company are expected to be admitted to AIM on 20 September 2017 Post admission to AIM the Company intends to conduct its affairs to enable it's Group to qualify as a REIT Group for the purposes of Part 12 of the CTA 2010 (and the regulations made thereunder) at all material times

Conditional on admission to trading on AIM the Company has agreed to acquire the Tilstone Property Portfolio which comprises 27 freehold and long leasehold warehouse properties throughout the UK On the basis that the admission to AIM occurs as intended this acquisition will also complete on the 20 September 2017.

The Company s investment objective is to provide Shareholders with an attractive level of income together with the potential for income and capital growth by investing in a diversified portfolio of UK commercial property warehouse assets The Company intends to hold a diversified portfolio of well-located freehold and long leasehold warehouse assets, building on the Tilstone Property Portfolio acquired on admission to AIM, including warehouses in the Industrial/Manufacturing, Storage and Distribution, Trade counter and Retail Warehouse sub-sectors. There will be a preference for multi-let estates and a strong focus on income-producing investments The Company may acquire property interests either directly or through corporate structures (whether onshore UK or offshore) and also through joint venture or other shared ownership or co-investment arrangements

The Company will invest and manage its portfolio with an objective of spreading risk and, in doing so, will maintain the following investment restrictions

- the Company will only invest, directly or indirectly, in warehouse assets located in the UK,
- no individual warehouse property will represent more than 20 per cent of the prevailing gross asset value of the Company at the time of investment;
- the Company will target a portfolio with no one tenant accounting for more than 10 per cent. of the gross contracted rents of the Company at the time of purchase In any event, no more than 20 per cent of the gross assets of the Company will be exposed to the creditworthiness of any one tenant at the time of purchase.
- the portfolio will be diversified by location across the UK with a focus on areas with strong underlying investment fundamentals; and
- the Company will not invest more than 10 per cent. of its gross assets in other listed closed-ended investment funds.

The Company will consider investments where there is potential for active asset management, including general refurbishment works

Principal risks and uncertainties

At this stage the Directors consider that the principal risk facing the company to be the satisfactory completion of the placing and offer for subscription and subsequent completion of the acquisition of the Tilstone Property Portfolio

Thereafter the company faces a number of risks as follows.

- The Company cannot guarantee that it will obtain REIT status nor can it guarantee that it will maintain continued compliance with all of the REIT conditions. If the Company was to leave the REIT Regime within 10 years of joining, HMRC has wide powers to direct how it would be taxed which could have a material impact on the financial condition of the Company

- The performance of the Company would be adversely affected by a downturn in the property market in terms of market value or a weakening of rental yields

- Investments in property are inherently illiquid Such illiquidity may affect the Company's ability to vary its portfolio or dispose of or liquidate part of its portfolio in a timely fashion and at satisfactory prices This could have an adverse effect on the Company's financial condition and results of operations

- The Company is required to comply with health and safety laws and regulations. A violation of health and safety laws or regulations relating to the Company's properties or a failure to comply with the instructions of the relevant health and safety authorities in respect of such properties could lead to criminal liability, criminal fines, costly compliance procedures, negative publicity, reputational damage and and/or in certain circumstances a temporary shutdown of all or part of the Company's properties Such violations, if substantial, could have a material adverse effect on the Company's business, prospects, financial condition and results of operations

- The value of property and property-related assets is inherently subjective due to the individual nature of each property As a result, valuations are subject to substantial uncertainty There can be no assurances that the estimates resulting from the valuation process will reflect actual realisable sale prices

- The Company will incur certain fixed costs on the acquisition of properties, including stamp duty land tax, which will reduce the NAV per Ordinary Share immediately following the acquisition There is no guarantee that the value of the properties will increase to an amount in excess of those costs.

- The Company will be reliant on the skills of the Investment Manager and may be adversely affected if it underperforms or its services cease to be available to the Company

- The UK's decision in the referendum held on 23 June 2016 to leave the EU has led to a significant period of uncertainty As at the date of this report, the full extent of Brexit is unknown but there will be a period of significant uncertainty in relation to regulation and tax legislation, the commercial property market in the UK(including the warehouse sector) and the stock market which may have a detrimental effect on Shareholder returns, NAV and the price of Ordinary Shares

By order of the Board

Simon Hope
Director

23 Aug 17

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF WAREHOUSE REIT PLC
Report on the audit of the financial statements

Opinion on the Financial Statements of Warehouse REIT Plc.
In our opinion the financial statements:
- give a true and fair view of the state of the Company's affairs as at 31 July 2017,
- have been properly prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union and IFRSs as issued by the International Accounting Standards Board (IASB), and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Warehouse REIT plc (the 'Company') which comprise.
- the statement of comprehensive income;
- the statement of financial position;
- the statement of changes in equity,
- the statement of cash flows;
- the related notes 1 to 9.

The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

Basis for opinion
We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs(UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern
We are required by ISAs (UK) to report in respect of the following matters where:
- the Directors' use of the going concern basis of accounting in preparation of the financial statements is not appropriate; or
- the Directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

We have nothing to report in respect of these matters.

Other Information
The Directors are responsible for the other information The other information comprises the information included in the statutory accounts, other than the financial statements and our Auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact

We have nothing to report in respect of these matters.

Responsibilities of Directors
As explained more fully in the Directors' responsibilities statement, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Report on the audit of the financial statements

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement whether due to fraud or error, and to issue an auditor's report that includes our opinion Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at www frc org uk/auditorsresponsibilities. This description forms part of our Auditor s report

Use of our report

This report is made solely to the Company s members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an Auditor's report and for no other purpose To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company s members as a body, for our audit work, for this report or for the opinions we have formed

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit.

- the information given in the Strategic report and the Directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements, and
- the Strategic report and Directors' report have been prepared in accordance with applicable legal requirements

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified any material misstatements in the Strategic report and the Directors report.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns; or
- the directors' report and from the requirement to prepare a strategic report, or
- certain disclosures of Directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

We have nothing to report in respect of these matters

Richard Thornhill (Senior statutory auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
London, United Kingdom
23-Aug-17

WAREHOUSE REIT PLC

Statement of Comprehensive Income
For the period from 24 July 2017 to 31 July 2017

The Company did not trade during the period from incorporation on 24 July 2017 to 31 July 2017, and received no income and incurred no expenditure. Consequently, during this period the Company made neither a profit nor loss, nor recognised any other gains or losses

WAREHOUSE REIT PLC

Statement of Financial Position
As at 31 July 2017

	Note	31 July 2017 £
Assets		
Current assets		
Trade and other receivables	3	37,500
Cash and cash equivalents	4	12,500
Total assets and net assets		50,000
Capital and Reserves		
Share capital	5	50,000
Total equity attributable to owners of the Company		50,000

The financial statements were approved by the Board of Directors on 23 August 2017 and signed on their behalf by

Simon Hope
Director

Company number: 10880317

Statement of Changes in Equity
For the period ended 31 July 2017

For the period ended 31 July 2017	Note	Share capital £	Total equity attributable to owners of the Company £
Ordinary shares issued	5	50,000	50,000
Balance at 31 July 2017		50,000	50,000

Statement of Cash Flows
For the period ended 31 July 2017

	For the period from incorporation to 31 July 2017 £
Cash flows from financing activities	
Proceeds from issue of ordinary share capital	12,500
Net cash flow generated from financing activities	12,500
Net increase in cash and cash equivalents	12,500
Closing balance at 31 July 2017	**12,500**

WAREHOUSE REIT PLC
For the period ended 31 July 2017

Notes to the financial statements

1 General information

Warehouse REIT plc (the "Company") is a Company incorporated in United Kingdom on 24 July 2017. The registered office of the Company is located at Gorse Stacks House, George Street, Chester, CH1 3EQ

The Company was incorporated to act as a holding Company and at 31 July 2017 the Company did not hold any investments and had therefore not commenced its principal activity.

These financial statements are presented in pounds sterling because that is the currency of the primary economic environment in which the Company operates

2 Accounting Policies

Basis of preparation
The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs). The financial statements have also been prepared in accordance with IFRSs adopted by the European Union and therefore the Company financial statements comply with Article 4 of the EU IAS Regulation

The financial statements have been prepared from incorporation on 24 July 2017 to the 31 July 2017 and, therefore no comparative information is presented

There are no significant accounting judgements, estimates or assumptions required in presenting the financial information

The financial statements have been prepared on the historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Going Concern

The Directors have, at the time of approving the financial statements, a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements.

Redeemable Ordinary Shares
Redeemable Ordinary Shares are treated as equity instruments at 31 July 2017 as the event that triggers the redemption, the decision to admit the Company's shares to trading on AIM, is solely at the discretion of the Company and the Company has no obligation to proceed. There is therefore no existing contractual obligation to deliver cash or another financial asset to another entity in relation to the Redeemable Ordinary Shares

Cash and cash equivalents
Cash and cash equivalents comprise cash in hand held by the Company with maturities of less than three months.

3 Trade and other receivables

	31 July 2017 £
Other receivable	37,500

The Company has 50,000 £1 Redeemable Ordinary Shares in the capital of the Company of which, 25% is paid up (£12,500) and 75% is an other receivable (£37,500) from the Tilstone Partners Limited, a related party

4 Cash and cash equivalents

	31 July 2017 £
Cash	12,500

5 Share capital

Class	Nominal value	Number of shares	31 July 2017 £
Ordinary share	0 01	1	-
Redeemable ordinary share	1 00	50,000	50,000
At 31 July 2017		50,001	50,000

The Company has in issue one Ordinary Share and 50,000 Redeemable Ordinary Shares in the capital of the Company, of which, the one Ordinary Share is fully paid up (£0 01) and 50,000 Redeemable Ordinary Shares are 25% paid up (£12,500)

Redeemable ordinary shares
The Redeemable Ordinary Shares shall be redeemed by the Company immediately upon any future admission to AIM in consideration of the payment of a sum equal to the amount received by the Company in payment of the amount due on the Redeemable Ordinary Shares
In all other respects, the rights of the Redeemable Ordinary Shares are the same as, and rank *pari passu* with, the Ordinary Shares

6 Ultimate controlling party

The ultimate parent company and the smallest and largest group in which the results of this Company are consolidated is Tilstone Partners Limited, a Company registered in the United Kingdom Tilstone Partners Limited directly or indirectly hold 100% of the shares in the Company. The Group accounts may be obtained from the registered office, George Stacks House, George Street, Cheshire, United Kingdom, CH1 2EQ

7 Related party transactions

Balances between the Company, and it's related parties, are disclosed below.

	31 July 2017 £
Other receivables from shareholder	
Tilstone Partners Limited	37,500

8. Auditor remuneration

Fees of £5,000 were incurred with regard to the audit of the Company's financial statements. The fees were incurred and the services were received subsequent to the 31 July 2017. There was no obligation as at 31 July 2017 to complete an audit at that date

9 Post balance sheet events

a) Directors

On 1 August 2017, N.W Kirton and A J.G Pitman were appointed as Directors of the Company.

b) Investment Manager

The Company, G10 Capital Limited and Tilstone Partners Limited are party to the Investment Management Agreement dated 22 August 2017. Pursuant to the Investment Management Agreement, the Company has agreed, with effect from any future Admission to AIM, to engage G10 Capital Limited as investment manager until such time as Tilstone Partners Limited is approved as alternative investment fund manager by the FCA and thereafter to engage Tilstone Partners Limited as its Investment Manager. Tilstone Partners Limited will act exclusively for the Company upon its appointment

The Investment Manager is responsible for portfolio and risk management and the monitoring of the assets of the Company and has full discretionary authority over the acquisition and disposition of the Company's assets, with power to incur borrowings, give guarantees and securities and undertake other transactions on behalf of the Company in accordance with the Investment Management Agreement and the Company's investment policy and in compliance with the AIFM Directive. The Investment Manager is also responsible for exercising the other powers and functions of the Investment Manager to ensure compliance with the AIFM Directive. The Investment Manager's duties under the Investment Management Agreement are owed to the Company rather than directly to the shareholders, whether individually or in groups.

c) Acquisition agreements

The Company has entered into two agreements dated 22 August 2017 pursuant to which the Company has agreed to acquire the Tilstone Warehouse Portfolio through the acquisition of the entire issued share capital of Tilstone Warehouse Holdco Limited, and the Tilstone Holdings Portfolio through the acquisition of the entire issued share capital of Tilstone Holdings Limited (together the 'Acquisition Agreements') (the Tilstone Warehouse Portfolio and the Tilstone Holdings Portfolio together the 'Tilstone Property Portfolio').

The Tilstone Property Portfolio comprises 27 freehold and long leasehold properties located throughout the UK The portfolio was valued at £108.85 million as at 31 March 2017. The Acquisition Agreements are conditional on any future admission to AIM and completion will therefore occur simultaneously with, and conditionally upon, such future admission

Upon the Acquisition Agreements becoming unconditional the shareholders of Tilstone Warehouse Holdco Limited (the Tilstone Warehouse Investors) will be issued and allotted 4,180,662 ordinary shares in the Company pro rata to their respective interests in the Tilstone Warehouse Portfolio and having due regard to the relative proportion that the Tilstone Warehouse Portfolio comprises of the Tilstone Property Portfolio. The shareholders of Tilstone Holdings Limited (the 'Tilstone Holdings Investors') will be issued and allotted 11,819,338 shares in the Company, having due regard to the relative proportion that the Tilstone Property Portfolio comprises of the Tilstone Property Portfolio, and cash consideration of £8,163,674 (the 'Cash Consideration'). The Cash Consideration is payable on the basis of the estimated net assets of each of the Tilstone Holdings Portfolio and Tilstone Warehouse Portfolio and accordingly each of the Acquisition Agreements include a post-completion net asset adjustment mechanism

d) AIM admission expenses

Should the company be successful in its issue of up to 150,000,000 ordinary share of the Company pursuant to a placing and offer for subscription, and subsequent planned admission to AIM (see the strategic report), it will become liable for advisers fees of up to £3 2 million dependent on the level of funds raised These fees will be paid out of the fund raised

WAREHOUSE REIT PLC

STATUTORY ACCOUNTS

FOR THE PERIOD 24 JULY 2017 TO 31 JULY 2017

COMPANY NO. 10880317

WAREHOUSE REIT PLC
For the period ended 31 July 2017

DIRECTORS' REPORT

The Directors present the financial statements for the period from incorporation on 24 July 2017 to 31 July 2017, and the Auditors Report

The Company did not trade during the period from incorporation on 24 July 2017 to 31 July 2017

The Company is currently in the process of seeking an admission to AIM and as part of this process intends to invest in a diversified portfolio of UK listed warehouse assets (see Strategic report and note 9 of the financial statements)

The Company did not have any employees in the period and the Directors did not receive any remuneration for their services in the period

No dividends were either declared or paid in the period

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Directors

The Directors, who served throughout the period were as follows

S.W Barrow (Appointed 24 July 2017)

S.R Hope (Appointed 24 July 2017)

Substantial shareholdings

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	As at 31 July 2017	
Shareholder	Number of Shares held	% of total voting rights
Tilstone Partners Limited	50,001	100.00

During the period between 31 July 2017 and 23 August 2017 the Company did not receive any notifications under chapter 5 of the Disclosure and Transparency Rules.

Going concern

The Directors, having made enquiries and considered the Company's financial position, are of the opinion that the Company has the adequate resources to continue in operational existence for the foreseeable future Accordingly, the Directors have adopted the going concern basis of accounting in preparing these financial statements.

Post balance sheet events

Details of significant events since the balance sheet date are contained in note 9 to the financial statements.

Auditor

Each of the persons who is a Director at the date of approval of this annual report confirms that

- so far as the Director is aware, there is no relevant audit information of which the Company's Auditor is unaware, and
- the Director has taken all the steps that he/she ought to have taken as a Director in order to make himself/herself aware of any relevant audit information and to establish that the Company's Auditor is aware of that information

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Deloitte LLP have confirmed their willingness to continue in office as auditor in accordance with Section 489 of the Companies Act 2006 The Company is satisfied that Deloitte LLP are independent and there are adequate safeguards in place to safeguard their objectivity A resolution to reappoint Deloitte LLP as the Company's auditor will be proposed at the forthcoming Annual General Meeting

By order of the Board,

Simon Hope
Director
23-Aug-17

Gorse Stacks House,
George Street,
Chester,
CH1 3EQ

WAREHOUSE REIT PLC
For the period ended 31 July 2017

DIRECTORS' RESPONSIBILITY STATEMENT

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In preparing the financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

In preparing the financial statements, International Accounting Standard 1 requires that Directors.

- properly select and apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information,
- provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance, and
- make an assessment of the Company's ability to continue as a going concern.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Directors' responsibility statement

We confirm that to the best of our knowledge:

- the financial statements, prepared in accordance with the relevant financial reporting framework, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company; and
- the financial statements, taken as a whole, are fair, balanced and understandable and provide the information necessary for shareholders to assess the Company's position and performance, business model and strategy.

By order of the Board

S.R Hope
Director

23-Aug 17

WAREHOUSE REIT PLC
For the period ended 31 July 2017

STRATEGIC REPORT

As detailed in the Directors report the Company did not trade in the period with the only transactions being the issuance of share capital to a related party. The Company is currently in the process of seeking an admission to the AIM and as part of this process intends to invest in a diversified portfolio of UK listed warehouse assets. As at the same date as the date of approval of these statutory accounts the Company has published a Prospectus in connection with the issue of up to 150,000,000 ordinary share of the Company pursuant to a placing and offer for subscription (including an intermediaries offer) at a price of £1.00 per Ordinary Share. The offer for subscription will remain open until 14 September 2017 and the intermediaries offer and the placing will remain open until 15 September 2017. On satisfactory closing of the placing and open offer for subscription (including intermediaries offer) the Ordinary Shares of the Company are expected to be admitted to AIM on 20 September 2017. Post admission to AIM the Company intends to conduct its affairs to enable it's Group to qualify as a REIT Group for the purposes of Part 12 of the CTA 2010 (and the regulations made thereunder) at all material times.

Conditional on admission to trading on AIM the Company has agreed to acquire the Tilstone Property Portfolio which comprises 27 freehold and long leasehold warehouse properties throughout the UK. On the basis that the admission to AIM occurs as intended this acquisition will also complete on the 20 September 2017.

The Company's investment objective is to provide Shareholders with an attractive level of income together with the potential for income and capital growth by investing in a diversified portfolio of UK commercial property warehouse assets. The Company intends to hold a diversified portfolio of well located freehold and long leasehold warehouse assets, building on the Tilstone Property Portfolio acquired on admission to AIM, including warehouses in the Industrial/Manufacturing, Storage and Distribution, Trade-counter and Retail Warehouse sub-sectors. There will be a preference for multi-let estates and a strong focus on income-producing investments. The Company may acquire property interests either directly or through corporate structures (whether onshore UK or offshore) and also through joint venture or other shared ownership or co-investment arrangements.

The Company will invest and manage its portfolio with an objective of spreading risk and, in doing so, will maintain the following investment restrictions:

- the Company will only invest, directly or indirectly, in warehouse assets located in the UK;
- no individual warehouse property will represent more than 20 per cent. of the prevailing gross asset value of the Company at the time of investment;
- the Company will target a portfolio with no one tenant accounting for more than 10 per cent. of the gross contracted rents of the Company at the time of purchase. In any event, no more than 20 per cent. of the gross assets of the Company will be exposed to the creditworthiness of any one tenant at the time of purchase;
- the portfolio will be diversified by location across the UK with a focus on areas with strong underlying investment fundamentals; and
- the Company will not invest more than 10 per cent. of its gross assets in other listed closed-ended investment funds.

The Company will consider investments where there is potential for active asset management, including general refurbishment works.

Principal risks and uncertainties

At this stage the Directors consider that the principal risk facing the company to be the satisfactory completion of the placing and offer for subscription and subsequent completion of the acquisition of the Tilstone Property Portfolio.

Thereafter the company faces a number of risks as follows:

- The Company cannot guarantee that it will obtain REIT status nor can it guarantee that it will maintain continued compliance with all of the REIT conditions. If the Company was to leave the REIT Regime within 10 years of joining, HMRC has wide powers to direct how it would be taxed which could have a material impact on the financial condition of the Company.

- The performance of the Company would be adversely affected by a downturn in the property market in terms of market value or a weakening of rental yields.

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

- The Company is required to comply with health and safety laws and regulations. A violation of health and safety laws or regulations relating to the Company's properties or a failure to comply with the instructions of the relevant health and safety authorities in respect of such properties could lead to criminal liability, criminal fines, costly compliance procedures, negative publicity, reputational damage and and/or in certain circumstances a temporary shutdown of all or part of the Company's properties. Such violations, if substantial, could have a material adverse effect on the Company's business, prospects, financial condition and results of operations.

- The value of property and property-related assets is inherently subjective due to the individual nature of each property. As a result, valuations are subject to substantial uncertainty. There can be no assurances that the estimates resulting from the valuation process will reflect actual realisable sale prices.

- The Company will incur certain fixed costs on the acquisition of properties, including stamp duty land tax, which will reduce the NAV per Ordinary Share immediately following the acquisition. There is no guarantee that the value of the properties will increase to an amount in excess of these costs.

- The Company will be reliant on the skills of the Investment Manager and may be adversely affected if it underperforms or its services cease to be available to the Company.

- The UK's decision in the referendum held on 23 June 2016 to leave the EU has led to a significant period of uncertainty. As at the date of this report, the full extent of Brexit is unknown but there will be a period of significant uncertainty in relation to regulation and tax legislation, the commercial property market in the UK(including the warehouse sector) and the stock market which may have a detrimental effect on Shareholder returns, NAV and the price of Ordinary Shares.

By order of the Board

Simon Hope
Director

23-Aug-17

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF WAREHOUSE REIT PLC
Report on the audit of the financial statements

Opinion on the Financial Statements of Warehouse REIT Plc.

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 July 2017;
- have been properly prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union and IFRSs as issued by the International Accounting Standards Board (IASB), and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Warehouse REIT plc (the 'Company') which comprise.

- the statement of comprehensive Income;
- the statement of financial position;
- the statement of changes in equity,
- the statement of cash flows;
- the related notes 1 to 9.

The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs(UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We are required by ISAs (UK) to report in respect of the following matters where:

- the Directors' use of the going concern basis of accounting in preparation of the financial statements is not appropriate, or
- the Directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

We have nothing to report in respect of these matters.

Other information

The Directors are responsible for the other information. The other information comprises the information included in the statutory accounts, other than the financial statements and our Auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in respect of these matters.

Responsibilities of Directors

As explained more fully in the Directors' responsibilities statement, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF WAREHOUSE REIT PLC (Continued.)
Report on the audit of the financial statements

Auditor's responsibilities for the audit of the financial statements
Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditor's report.

Use of our report
This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an Auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006
In our opinion, based on the work undertaken in the course of the audit:
- the information given in the Strategic report and the Directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic report and Directors' report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified any material misstatements in the Strategic report and the Directors' report.

Matters on which we are required to report by exception
Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:
- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- the directors' report and from the requirement to prepare a strategic report; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit

We have nothing to report in respect of these matters

Richard Thornhill (Senior statutory auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
London, United Kingdom
23-Aug-17

WAREHOUSE REIT PLC

Statement of Comprehensive Income
For the period from 24 July 2017 to 31 July 2017

The Company did not trade during the period from incorporation on 24 July 2017 to 31 July 2017, and received no income and incurred no expenditure. Consequently, during this period the Company made neither a profit nor loss, nor recognised any other gains or losses

WAREHOUSE REIT PLC

Statement of Financial Position
As at 31 July 2017

Assets	Note	31 July 2017 £
Current assets		
Trade and other receivables	3	37,500
Cash and cash equivalents	4	12,500
Total assets and net assets		50,000
Capital and Reserves		
Share capital	5	50,000
Total equity attributable to owners of the Company		50,000

The financial statements were approved by the Board of Directors on 23 August 2017 and signed on their behalf by

Simon Hope
Director

Company number: 10880317

WAREHOUSE REIT PLC

Statement of Changes in Equity
For the period ended 31 July 2017

For the period ended 31 July 2017	Note	Share capital £	Total equity attributable to owners of the Company £
Ordinary shares issued	5	50,000	50,000
Balance at 31 July 2017		50,000	50,000

Statement of Cash Flows For the period ended 31 July 2017	For the period from incorporation to 31 July 2017 £
Cash flows from financing activities	
Proceeds from issue of ordinary share capital	12,500
Net cash flow generated from financing activities	12,500
Net increase in cash and cash equivalents	12,500
Closing balance at 31 July 2017	12,500

WAREHOUSE REIT PLC
For the period ended 31 July 2017

Notes to the financial statements

1 General Information

Warehouse REIT plc (the "Company") is a Company incorporated in United Kingdom on 24 July 2017. The registered office of the Company is located at Gorse Stacks House, George Street, Chester, CH1 3EQ

The Company was incorporated to act as a holding Company and at 31 July 2017 the Company did not hold any investments and had therefore not commenced its principal activity.

These financial statements are presented in pounds sterling because that is the currency of the primary economic environment in which the Company operates

2 Accounting Policies

Basis of preparation
The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs). The financial statements have also been prepared in accordance with IFRSs adopted by the European Union and therefore the Company financial statements comply with Article 4 of the EU IAS Regulation.

The financial statements have been prepared from incorporation on 24 July 2017 to the 31 July 2017 and, therefore no comparative information is presented

There are no significant accounting judgements, estimates or assumptions required in presenting the financial information.

The financial statements have been prepared on the historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Going Concern

The Directors have, at the time of approving the financial statements, a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements.

Redeemable Ordinary Shares
Redeemable Ordinary Shares are treated as equity instruments at 31 July 2017 as the event that triggers the redemption, the decision to admit the Company's shares to trading on AIM, is solely at the discretion of the Company and the Company has no obligation to proceed. There is therefore no existing contractual obligation to deliver cash or another financial asset to another entity in relation to the Redeemable Ordinary Shares

Cash and cash equivalents
Cash and cash equivalents comprise cash in hand held by the Company with maturities of less than three months.

3 Trade and other receivables

	31 July 2017 £
Other receivable	37,500

The Company has 50,000 £1 Redeemable Ordinary Shares in the capital of the Company, of which, 25% is paid up (£12,500) and 75% is an other receivable (£37,500) from the Tilstone Partners Limited, a related party

4. Cash and cash equivalents

	31 July 2017 £
Cash	12,500

5. Share capital

Class	Nominal value	Number of shares	31 July 2017 £
Ordinary share	0.01	1	-
Redeemable ordinary share	1.00	50,000	50,000
At 31 July 2017		50,001	50,000

The Company has in issue one Ordinary Share and 50,000 Redeemable Ordinary Shares in the capital of the Company, of which, the one Ordinary Share is fully paid up (£0.01) and 50,000 Redeemable Ordinary Shares are 25% paid up (£12,500).

Redeemable ordinary shares
The Redeemable Ordinary Shares shall be redeemed by the Company immediately upon any future admission to AIM in consideration of the payment of a sum equal to the amount received by the Company in payment of the amount due on the Redeemable Ordinary Shares
In all other respects, the rights of the Redeemable Ordinary Shares are the same as, and rank *pari passu* with, the Ordinary Shares

6 Ultimate controlling party

The ultimate parent company and the smallest and largest group in which the results of this Company are consolidated is Tilstone Partners Limited, a Company registered in the United Kingdom. Tilstone Partners Limited directly or indirectly hold 100% of the shares in the Company. The Group accounts may be obtained from the registered office, George Stacks House, George Street, Cheshire, United Kingdom, CH1 2EQ.

7. Related party transactions

Balances between the Company, and it's related parties, are disclosed below.

	31 July 2017 £
Other receivables from shareholder:	
Tilstone Partners Limited	37,500

8. Auditor remuneration

Fees of £5,000 were incurred with regard to the audit of the Company's financial statements. The fees were incurred and the services were received subsequent to the 31 July 2017. There was no obligation as at 31 July 2017 to complete an audit at that date

9 Post balance sheet events

a) Directors

On 1 August 2017, N.W Kirton and A J.G Pitman were appointed as Directors of the Company.

b) Investment Manager

The Company, G10 Capital Limited and Tilstone Partners Limited are party to the Investment Management Agreement dated 22 August 2017. Pursuant to the Investment Management Agreement, the Company has agreed, with effect from any future Admission to AIM, to engage G10 Capital Limited as investment manager until such time as Tilstone Partners Limited is approved as alternative investment fund manager by the FCA and thereafter to engage Tilstone Partners Limited as its Investment Manager Tilstone Partners Limited will act exclusively for the Company upon its appointment

The Investment Manager is responsible for portfolio and risk management and the monitoring of the assets of the Company and has full discretionary authority over the acquisition and disposition of the Company's assets, with power to incur borrowings, give guarantees and securities and undertake other transactions on behalf of the Company in accordance with the Investment Management Agreement and the Company's investment policy and in compliance with the AIFM Directive. The Investment Manager is also responsible for exercising the other powers and functions of the Investment Manager to ensure compliance with the AIFM Directive. The Investment Manager's duties under the Investment Management Agreement are owed to the Company rather than directly to the shareholders, whether individually or in groups.

c) Acquisition agreements

The Company has entered into two agreements dated 22 August 2017 pursuant to which the Company has agreed to acquire the Tilstone Warehouse Portfolio through the acquisition of the entire issued share capital of Tilstone Warehouse Holdco Limited, and the Tilstone Holdings Portfolio through the acquisition of the entire issued share capital of Tilstone Holdings Limited (together the 'Acquisition Agreements') (the Tilstone Warehouse Portfolio and the Tilstone Holdings Portfolio together the 'Tilstone Property Portfolio').

The Tilstone Property Portfolio comprises 27 freehold and long leasehold properties located throughout the UK The portfolio was valued at £108.85 million as at 31 March 2017. The Acquisition Agreements are conditional on any future admission to AIM and completion will therefore occur simultaneously with, and conditionally upon, such future admission.

Upon the Acquisition Agreements becoming unconditional the shareholders of Tilstone Warehouse Holdco Limited (the Tilstone Warehouse Investors') will be issued and allotted 4,180,662 ordinary shares in the Company pro rata to their respective interests in the Tilstone Warehouse Portfolio and having due regard to the relative proportion that the Tilstone Warehouse Portfolio comprises of the Tilstone Property Portfolio. The shareholders of Tilstone Holdings Limited (the 'Tilstone Holdings Investors') will be issued and allotted 11,819,338 shares in the Company, having due regard to the relative proportion that the Tilstone Property Portfolio comprises of the Tilstone Property Portfolio, and cash consideration of £8,183,674 (the 'Cash Consideration'). The Cash Consideration is payable on the basis of the estimated net assets of each of the Tilstone Holdings Portfolio and Tilstone Warehouse Portfolio and accordingly each of the Acquisition Agreements include a post-completion net asset adjustment mechanism.

d) AIM admission expenses

Should the company be successful in its issue of up to 150,000,000 ordinary share of the Company pursuant to a placing and offer for subscription, and subsequent planned admission to AIM (see the strategic report), it will become liable for advisers fees of up to £3.2 million dependent on the level of funds raised These fees will be paid out of the fund raised.