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FOR IMMEDIATE RELEASE

3 November 2020

POSTING OF TENDER OFFER DOCUMENT

On 27 October 2020, Glenstone Property plc ("Glenstone") announced, by means of a regulatory information service announcement (the "Announcement"), its intention to make a tender offer (the "Tender Offer") to acquire up to 20,125,000 ordinary shares in the capital of Alternative Income REIT plc ("AIRE"), at 59.25 pence per share, representing a 12.9 per cent. premium above the closing bid price of 52.5 pence per share as at the close of business on 26 October 2020, being the last Business Day prior to the date of the Announcement.

If the Tender Offer is accepted in full then Glenstone will hold 20,125,000 shares in AIRE, representing a holding of 25 per cent in AIRE's issued share capital.

Glenstone is pleased to announce that the tender offer document (the "Tender Offer Document") and tender form (the "Tender Form"), containing, amongst other information, the full terms of, and conditions to, the Tender Offer and the procedures for tendering, are being posted by Glenstone today to the holders of ordinary shares in the capital of AIRE.

The Tender Offer Document and the Tender Form will be available to view and download on Glenstone's company website (www.glenstoneproperty.co.uk).

The Tender Offer will close at 1.00 p.m. on 17 November 2020 (the "Closing Date"). Holders of AIRE Shares are able to tender all (or some) of their shares in the Tender Offer.

Shareholders who wish to sell shares in the Tender Offer should follow the procedures set out in the Tender Offer Document and, in the case of AIRE shares held in certificated form, the Tender Form, and should seek independent professional advice on the Tender Offer if they are in any doubt about the action to take.

Shareholders who hold their AIRE shares via an investment platform should be notified of the Tender Offer electronically. For the majority of such shareholders, the investment platform will be responsible for responding to the Tender Offer on their behalf and may request that shareholders who wish to tender all or some of their shares in AIRE notify them well in advance of the Closing Date.

Shareholders who have not been notified of this corporate action or who are in any doubt about how to tender all or some of their shares in AIRE should contact the investment platform which holds their shares as soon as possible. Shareholders who do not wish to tender their shares need take no action.

Defined terms used but not defined in this announcement have the meanings set out in the Tender Offer Document.

Tender Offer price at a premium

Glenstone is offering to purchase up to 20,125,000 ordinary shares in AIRE for cash by way of the Tender Offer as follows:

For each AIRE Share: 59.25 pence in cash

The Tender Offer price of 59.25 pence per share represents a premium of 12.9 per cent. above the closing bid price of 52.5 pence per share as at the close of business on 26 October 2020, being the last Business Day prior to the publication of the Announcement.

- The Tender Offer is conditional on the receipt of 16,100,000 Tenders which represents a shareholding of not less than 20.0 per cent. of AIRE's issued share capital. This condition may be waived by Glenstone in its sole discretion.
- Shareholders in AIRE are able to tender all (or some) of their shares and must follow the procedure set out in the Tender Offer Document in order to sell their AIRE shares in the Tender Offer
- The Closing Date for the Tender Offer is 17 November 2020. If the Tender Offer is oversubscribed Tenders will be scaled back *pro rata* to the number of shares in AIRE that have been tendered.
- The Tender Offer provides AIRE's shareholders with a liquidity event, at a 12.9 per cent. premium to the closing bid price as at the close of business on the last Business Day prior to the Announcement, which is being made available to all AIRE Shareholders (other than certain Overseas Shareholders), against the background of the prevailing macro-economic uncertainty.

Information on Glenstone

Glenstone is a public limited company incorporated in England and Wales which qualifies as a UK real estate investment trust and which is listed on The International Stock Exchange (TISE) in Guernsey. It is an internally managed, diversified property investor with a portfolio of more than 100 properties across the UK and is actively seeking opportunities to reinvest the proceeds of recent asset disposals in pursuit of its investment objectives.

As at the date of this announcement, Glenstone does not hold any AIRE shares.

Glenstone does not intend to make an offer to acquire the entire issued and to be issued ordinary share capital of AIRE pursuant to Rule 2.7 of the Code nor does it intend to seek a direct role in the management of AIRE's portfolio or any combination of its own assets with those owned by AIRE.

Further information on Glenstone's intentions

In the event that the Tender Offer is accepted in full, Glenstone will have a 25.0 per cent. shareholding in AIRE which it will hold as an investment. Glenstone will seek representation on AIRE's Board and will be supportive of a low operating cost base and other initiatives which seek to maximise returns to shareholders.

Glenstone notes the recent announcement by AIRE of its proposed amendments to AIRE's investment policy. Glenstone will carefully evaluate these and all of the resolutions which have been proposed by the Board of AIRE for consideration by shareholders at AIRE's forthcoming AGM due to be held on 26 November 2020.

Enquiries:

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Receiving Agent to the Tender Offer

Link Group Tel: 0371 664 0321

Terms of the Tender Offer

The Tender Offer is subject to the following terms:

- i AIRE Shares may be tendered under the Tender Offer at a price of 59.25 pence per share in cash. Subject to sub-paragraph (vii) below, all Tenders will be irrevocable.
- ii If the total number of AIRE Shares tendered exceeds 20,125,000, Tenders will be scaled back *pro rata* to the number of AIRE Shares tendered.
- iii The Tender Offer will remain open until the Closing Date. The Tender Offer will only be available to AIRE Shareholders who are on the Register at 6.00 p.m. on the Record Date and in respect of the number of AIRE Shares held by such AIRE Shareholders as at that time.
- iv AIRE Shareholders may tender all or any part of their holdings.
- v AIRE Shares successfully tendered pursuant to the Tender Offer will be acquired by Glenstone on 19 November 2020 fully paid and free from all liens, charges, equitable interests and encumbrances and together with all rights attaching thereto, including but not limited to the right to all dividends and other distributions (or equivalent) declared on or after the date of the Announcement, and the right to attend and vote at any shareholder meeting of AIRE held after such date. If any dividend or other distribution is announced, declared, made, payable or paid in respect of the AIRE Shares on or after the date of the Announcement and prior to the Closing Date, Glenstone reserves the right to reduce the consideration payable in respect of each AIRE Share under the terms of the Tender Offer

by the amount of all or part of any such dividend or other distribution. If Glenstone exercises this right or makes such a reduction in respect of a dividend or other distribution, AIRE Shareholders will be entitled to receive and retain that dividend or other distribution.

- vi The results of the Tender Offer and, if applicable, the extent to which any Tender will be scaled back, will be announced by 8.00 a.m. on 18 November 2020, being the Business Day following the Closing Date.
- vii The Tender Offer is conditional on the receipt by Glenstone of Tenders totalling not less than 16,100,000 AIRE Shares (the "**Minimum Condition**") by the Closing Date. This condition may be waived by Glenstone in its sole discretion and a lower minimum set by Glenstone, which will then be the Minimum Condition. Accordingly, if the Minimum Condition is not satisfied (or waived) by the Closing Date, the Tender Offer will be void.
- viii In respect of AIRE Shares held in uncertificated form, all Tenders must be made in accordance with the instructions set out in the Tender Offer Document. A Tender of uncertificated shares will only be valid when the procedure set out in the Tender Offer Document is complied with, save where this condition is expressly waived by Glenstone in its sole discretion.
- ix AIRE Shareholders holding AIRE Shares in uncertificated form should not complete the Tender Form and instead should follow the instructions detailed in the Tender Offer Document for uncertificated shares.
- x In respect of AIRE Shares held in certificated form, all Tenders must be made on the Tender Form which accompanies the Tender Offer Document. Tender Forms must be duly completed in accordance with the instructions set out in the Tender Offer Document and in the Tender Form, which (together with the notes in the Tender Form) constitute part of the terms of the Tender Offer. A Tender of certificated AIRE Shares will only be valid where the procedure for tendering set out in the Tender Offer Document and in the Tender Form is complied with, save where this condition is expressly waived by Glenstone in its sole discretion.
- xi The Tender Offer and all Tenders will be governed by, and construed in accordance with, English law and delivery of a Tender Form or receipt of a TTE Instruction will constitute submission to the jurisdiction of the English courts.
- xii No person outside the UK receiving a copy of the Tender Offer Document or a Tender Form may treat the same as constituting an invitation or offer to him/her unless the Tender Offer is lawfully made in the relevant territory. It is the responsibility of any such person to satisfy himself/herself as to full observance of the laws of that territory.
- xiii All documents and remittances sent by or to AIRE Shareholders will be sent at the risk of the person entitled to them. If the Tender Offer does not become or is not declared unconditional or otherwise lapses, Tender Forms, share certificates and other documents of title will be returned by post not later than ten Business Days after the date of such lapse, or, in the case of AIRE Shares held in uncertificated form, the Receiving Agent will provide instructions to Euroclear to transfer all AIRE Shares held in escrow balance by TFE

Instruction to the original available balances to which those AIRE Shares relate, as soon as practicable.

- xiv If only part of a holding of AIRE Shares is successfully tendered pursuant to the Tender Offer, the relevant AIRE Shareholder will be entitled to the following:
 - (i) if AIRE Shares are held in certificated form - a certificate in respect of the unsold AIRE Shares from AIRE; or
 - (ii) if AIRE Shares are held in uncertificated form - the transfer by the Receiving Agent of the original available balances of those unsold AIRE Shares.
- xv Further copies of the Tender Form may be obtained on request from the Receiving Agent, Link Group whose office is at Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU.
- xvi All decisions as to the number of AIRE Shares tendered and the validity, eligibility (including the time and date of receipt), priority and acceptance for payment of any Tender of AIRE Shares will be made by Glenstone in its sole discretion, which decision shall be final and binding on all of the parties (except as otherwise required under applicable law). Glenstone reserves the absolute right to reject any or all Tenders it determines not to be in proper form or the acceptance or payment for which, in the opinion of Glenstone, may be unlawful. No Tender of AIRE Shares will be deemed to be validly made until all defects or irregularities have been cured or waived.
- xvii None of Glenstone, the Receiving Agent or any other person is or will be obliged to give notice of any defects or irregularities in Tenders, and none of them will incur any liability for failure to give any such notice.
- xviii AIRE Shares successfully tendered will be acquired by Glenstone on 19 November 2020, up to a maximum of 20,125,000 AIRE shares.
- xix Any accidental omission to provide, or any delay or non-receipt of, the Tender Offer Document or the Tender Form to or by any person entitled to receive the same shall not invalidate any aspect of the Tender Offer.
- xx Any capitalised term used herein and not defined in this announcement shall have the meaning ascribed thereto in the Tender Offer Document.
- xxi Certain figures have been subjected to rounding adjustments.

Procedure for Tendering

To take up the Tender Offer:

- i AIRE Shareholders who hold AIRE Shares in uncertificated form, i.e. electronically in CREST, must follow the procedure set out in the "AIRE Shares held in uncertificated form (i.e. electronically in CREST)" paragraph below; and

- ii AIRE Shareholders who hold AIRE Shares in certificated form, i.e. in paper form, must complete and return the Tender Form together with their original share certificate(s) and/or other document(s) of title in accordance with the instructions set out in the "AIRE Shares held in certificated form (i.e. share certificates held in paper form)" paragraph below, and the instructions printed on the Tender Form. The below instructions should be read together with the notes on the Tender Form.

If you hold AIRE Shares in both certificated and uncertificated forms, you should complete a Tender Form in respect of the AIRE Shares held in certificated form and send a TTE Instruction in respect of the AIRE Shares held in uncertificated form.

AIRE Shareholders who hold their AIRE Shares via an investment platform should be notified of the Tender Offer electronically. For the majority of such shareholders, the investment platform will be responsible for responding to the Tender Offer on their behalf and may request that AIRE Shareholders who wish to tender all or some of their shares in AIRE notify them well in advance of the Closing Date.

AIRE Shareholders who have not been notified of this corporate action or who are in any doubt about how to tender all or some of their shares in AIRE should contact the investment platform which holds their shares as soon as possible.

AIRE Shareholders who do not wish to tender any AIRE Shares under the Tender Offer should take no action, either in relation to the Tender Form or the sending of a TTE Instruction.

AIRE Shares held in uncertificated form (i.e. electronically in CREST)

If the AIRE Shares which you wish to tender are held in uncertificated form, you must take (or procure to be taken) the action set out below to transfer (by means of a TTE Instruction) the number of AIRE Shares which you wish to Tender under the Tender Offer to an escrow balance, specifying Link Group (in its capacity as a CREST receiving agent under its participant ID RA10 and member account ID 20963GLE referred to below) as the Receiving Agent, **as soon as possible and in any event so that the transfer to escrow settles by not later than 1.00 p.m. on 17 November 2020, being the Closing Date.**

If you are a CREST sponsored member, you should refer to your CREST sponsor before taking any action. Your CREST sponsor will be able to confirm details of your participant ID and the member account ID under which your AIRE Shares are held. In addition, only your CREST sponsor will be able to send the TTE Instruction to Euroclear in relation to the AIRE Shares which you wish to Tender.

You should send (or, if you are a CREST sponsored member, procure that your CREST sponsor sends) a TTE Instruction to Euroclear which must be properly authenticated in accordance with Euroclear's specifications and which must contain, in addition to other information that is required for the TTE Instruction to settle in CREST, the following details:

- i the number of AIRE Shares to be transferred to an escrow balance;
- ii your member account ID;

- iii your participant ID;
- iv the participant ID of the Receiving Agent, this is: **RA10**;
- v the member account ID of the Receiving Agent, this is: **20963GLE**;
- vi the corporate action number for the Tender Offer. This is allocated by Euroclear and can be found by viewing the relevant corporate action details in CREST;
- vii a contact name and telephone number inserted in the shared note field;
- viii the intended settlement date. This should be as soon as possible and, in any event, not later than the Closing Date;
- ix the Corporate Action ISIN. This is **GB00BDVK7088**; and
- x input with standard TTE Instruction priority of 80.

By sending a TTE Instruction, you irrevocably authorise and instruct the Receiving Agent to undertake all necessary steps and actions in order to complete and settle your acceptance of the Tender Offer on your behalf.

After settlement of the TTE Instruction, you will not be able to access the AIRE Shares concerned in CREST for any transaction or for charging purposes, notwithstanding that they will be held by the Receiving Agent for the Tender Offer until completion or lapsing of the Tender Offer. If the Tender Offer becomes unconditional, the Receiving Agent will collect the AIRE Shares in escrow which have been tendered for onward transfer to Glenstone.

You are recommended to refer to the CREST Manual published by Euroclear for further information on the CREST procedures outlined above.

You should note that Euroclear does not make available special procedures, in CREST, for any particular corporate action. Normal system timings and limitations will therefore apply in connection with a TTE Instruction and its settlement. You should therefore ensure that all necessary action is taken by you (or by your CREST sponsor) to enable a TTE Instruction relating to your AIRE Shares to settle prior to the Closing Date. In this connection you are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. You are reminded that the Tender Offer closes at 1.00 p.m. on 17 November 2020, the Closing Date. The Tender Offer will only be available to AIRE Shareholders who are on the Register at 6.00 p.m. on the Record Date and in respect of the number of AIRE Shares held by such AIRE Shareholders as at that date.

An appropriate announcement will be made if any of the details contained in this paragraph are altered for any reason.

AIRE Shares held in certificated form (i.e. share certificates held in paper form)

If the AIRE Shares which you wish to Tender are held in certificated form, you should complete the Tender Form and return it together with the original certificate(s) and/or any other forms of title. The completed and signed Tender Form should be sent either by post or by hand during normal business hours only to Link Group, whose office is at Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, **as soon as possible, and in any event, so as to be received not later than 1.00 p.m. on 17 November 2020, being the Closing Date**. No Tenders received after that time will be accepted. No acknowledgement of receipt of documents will be given. Any Tender Form received in an envelope postmarked in any Restricted Jurisdiction or otherwise appearing to the directors of Glenstone or its agents to have been sent from a Restricted Jurisdiction may be rejected as an invalid tender. For further information on Overseas Shareholders, see the section headed "Overseas Shareholders" below.

The completed and signed Tender Form should be accompanied by the relevant share certificate(s) and/or other document(s) of title.

If your share certificate(s) and/or other document(s) of title are not readily available (for example, if they are with your stockbroker, bank or other agent) or are lost, the Tender Form should nevertheless be completed, signed and returned as described above so as to be received by the Receiving Agent **as soon as possible, and in any event, so as to be received not later than 1.00 p.m. on 17 November 2020, being the Closing Date**, together with any share certificate(s) and/or document(s) of title that you may have available.

In respect of those AIRE Shares for which your certificate(s) is/are unavailable, you should complete a letter of indemnity, which can be obtained by writing to AIRE's registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE or by first telephoning 0370 702 0000. The completed indemnity should be returned to AIRE's registrar, who also should be instructed at the time of completing the indemnity to send the resulting new share certificate to the Receiving Agent, in order to accompany your completed Tender Form.

Deposits of AIRE Shares into, and withdrawals of AIRE Shares from, CREST

Normal CREST procedures (including timings) apply in relation to any AIRE Shares that are, or are to be, converted from uncertificated to certificated form, or from certificated to uncertificated form, during the course of the Tender Offer (whether such conversion arises as a result of a transfer of AIRE Shares or otherwise). AIRE Shareholders who elect to convert any such AIRE Shares are recommended to ensure that the conversion procedures are implemented in sufficient time to enable the person holding or acquiring the AIRE Shares as a result of the conversion to take all necessary steps in connection with such person's participation in the Tender Offer (in particular, as regards delivery of share certificates and/or other documents of title or transfers to an escrow balance as described above) prior to the Closing Date.

You are advised to read the Tender Offer Document carefully. If you have any queries relating to the procedure for tendering, please contact the Receiving Agent, 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., Monday to Friday excluding public holidays in England and Wales. Please note that Link Group cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

AIRE Shareholders should note that, once tendered pursuant to the Tender Offer, AIRE Shares may not be sold, transferred, charged or otherwise disposed of other than in accordance with the Tender Offer.

Settlement

Settlement of the consideration to which any AIRE Shareholder is entitled pursuant to valid tenders accepted by Glenstone will be made by 1 December 2020, as follows:

i AIRE Shares held in uncertificated form, i.e. electronically in CREST

Where an accepted Tender relates to AIRE Shares held in uncertificated form, the consideration due will be paid by means of a CREST payment in favour of the tendering AIRE Shareholder's payment bank in accordance with the CREST payment arrangements.

ii AIRE Shares held in certificated form, i.e. share certificates held in paper form

Where an accepted Tender relates to AIRE Shares held in certificated form, cheques for the consideration due will be dispatched by the Receiving Agent by first class post to the AIRE Shareholder(s) or agent whose name and address (outside of Australia, Canada, Japan, New Zealand, the Republic of South Africa and the United States) is set out in Box 1 (or, if relevant, Box 6) of the Tender Form or, if none is set out, to the registered address of the tendering AIRE Shareholder or, in the case of joint holders, the address of the first named. All payments will be made in pounds sterling by cheque drawn on a branch of a UK clearing bank.

Effect of Tender

Each AIRE Shareholder by whom, or on whose behalf, a Tender Form is executed, or a TTE Instruction is given irrevocably undertakes, represents, warrants and agrees to and with Glenstone (so as to bind him, his personal representatives, heirs, successors and assigns) that:

- i the execution of the Tender Form or the receipt of a TTE Instruction (as the case may be) shall constitute an offer to sell to Glenstone such number of AIRE Shares as are inserted (or deemed to have been inserted) in Box 3 of the Tender Form, included in the TTE Instruction or deemed to be tendered, in each case, on and subject to the terms and conditions set out or referred to in the Tender Offer Document and the Tender Form and that, once lodged or received (as the case may be), such Tender shall be irrevocable;
- ii such AIRE Shareholder has full power and authority to tender, sell, assign or transfer the AIRE Shares in respect of which such offer is accepted (together with all rights attaching thereto) and, when the same are purchased by Glenstone, Glenstone will acquire such AIRE Shares with full title guarantee and free from all liens, charges, encumbrances, equitable interests, or pre-emption rights or other third party rights of any nature and together with all

rights attaching thereto, on or after the date of the Announcement including the right to receive all dividends and other distributions declared after that date (other than any dividend or distribution in respect of which Glenstone exercises its right under the terms of the Tender Offer to reduce the consideration payable in respect of each AIRE Share under the Tender Offer);

- iii the execution of the Tender Form or receipt of the TTE Instruction will, subject to the Tender Offer becoming unconditional, constitute the irrevocable appointment of Glenstone, or any person authorised by Glenstone, as such AIRE Shareholder's attorney ("**attorney**"), and an irrevocable instruction and authority to that attorney to complete and execute all or any instruments of transfer and/or other documents at the attorney's discretion in relation to the AIRE Shares referred to in sub-paragraph (i) above in favour of Glenstone or such other person or persons as Glenstone may direct and to deliver such instrument(s) of transfer and/or other documents at the discretion of the attorney, together with the share certificate(s) and/or other document(s) relating to such AIRE Shares, for registration within six months of the Tender Offer becoming unconditional and to do all such other acts and things as may in the opinion of such attorney be necessary or expedient for the purpose of, or in connection with, the Tender Offer and to vest in Glenstone or its nominee(s) or such other person(s) as Glenstone may direct such AIRE Shares;
- iv such AIRE Shareholder agrees to ratify and confirm each and every act or thing which may be done or effected by Glenstone or any of its directors or any person nominated by Glenstone as attorney in the proper exercise of its or his or her powers and/or authorities under the Tender Offer Document and the Tender Form;
- v such AIRE Shareholder holding AIRE Shares in certificated form will deliver to the Receiving Agent their share certificate(s) and/or other document(s) of title in respect of the AIRE Shares referred to in sub-paragraph (i) above, or an indemnity acceptable to Glenstone and AIRE in lieu thereof, or will procure the delivery of such document(s) to such person as soon as possible afterwards and, in any event, no later than 1.00 p.m. (London time) on the Closing Date;
- vi the provisions of the Tender Form shall be deemed to be incorporated into the terms and conditions of the Tender Offer;
- vii such AIRE Shareholder shall do all such acts and things as shall be necessary or expedient and execute any additional documents deemed by Glenstone to be desirable, in each case to complete the purchase of the AIRE Shares and/or to perfect any of the authorities expressed to be given under the Tender Offer Document and the Tender Form;
- viii such AIRE Shareholder, if an Overseas Shareholder, has fully observed any applicable legal requirements, that the invitation under the Tender Offer may be made to him under the laws and regulations of the relevant jurisdiction and that he is entitled to accept the Tender Offer under the laws and regulations of the relevant jurisdiction;
- ix such AIRE Shareholder has not received or sent copies or originals of the Tender Offer Document, the Tender Form or any related documents in, into or from any Restricted

Jurisdiction and has not otherwise utilised in connection with the Tender Offer, directly or indirectly, the mails or any means or instrumentality (including, without limitation, facsimile transmission, e-mail or other electronic transmission or telephone) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of, any Restricted Jurisdiction, the Tender Form has not been mailed or otherwise sent in, into or from any Restricted Jurisdiction, and such AIRE Shareholder is accepting the Tender Offer from outside any Restricted Jurisdiction;

- x the creation of an assured payment obligation in favour of such AIRE Shareholder's payment bank in accordance with the CREST assured payment arrangements as referred to in subparagraph (i) of the "Settlement" section above will, to the extent of the obligations so created, discharge fully any obligation of Glenstone to pay such AIRE Shareholder the consideration to which he is entitled under the Tender Offer in respect of AIRE Shares held in uncertificated form;
- xi on execution, the Tender Form takes effect as a deed; and
- xii the execution of the Tender Form or the receipt of a TTE Instruction (as the case may be) constitutes such AIRE Shareholder's submission to the jurisdiction of the courts of England in relation to all matters arising out of or in connection with the Tender Offer or the Tender Form.

To the extent not prohibited by or ineffective under applicable law, each AIRE Shareholder by whom or on whose behalf a Tender Form is executed or a TTE Instruction is given, irrevocably agrees to assume liability for, pay and indemnify Glenstone from and against any and all liabilities, obligations, damages, losses, settlements, judgments, claims, actions, suits, penalties, costs, expenses and other sanctions (civil or criminal) suffered or incurred by Glenstone as a result of the breach by such AIRE Shareholder of any of the undertakings, representations, warranties, or agreements contained in this section "Effect of Tender".

A reference above to an AIRE Shareholder includes a reference to the person or persons executing the Tender Form or giving the TTE Instruction. In the event of more than one person executing a Tender Form or giving a TTE Instruction, the above provisions will apply to them jointly and severally.

Overseas Shareholders

- i The making of the Tender Offer in, or to persons who are citizens or nationals of, or resident in, jurisdictions outside the United Kingdom or custodians, nominees or trustees for citizens, nationals or residents of jurisdictions outside the United Kingdom, may be prohibited or affected by the laws of the relevant overseas jurisdiction. AIRE Shareholders, who are Overseas Shareholders should inform themselves about and observe any applicable legal requirements. It is the responsibility of any such AIRE Shareholder wishing to tender AIRE Shares to satisfy himself as to the full observance of the laws of the relevant jurisdiction in connection with the Tender, including the obtaining of any governmental, exchange control or other consents which may be required, the compliance with other necessary formalities and the payment of any transfer or other taxes or other requisite payments due in such jurisdiction. Any such AIRE Shareholder will be responsible for payment of any such transfer

or other taxes or other requisite payments due by whomsoever payable and Glenstone and any person acting on its behalf shall be fully indemnified and held harmless by such AIRE Shareholder for any such transfer or other taxes or other requisite payments such person may be required to pay. No steps have been taken to qualify the Tender Offer or to authorise the extending of the Tender Offer or the distribution of the Tender Form in any territory outside the United Kingdom.

- ii In particular, the Tender Offer is not being made, directly or indirectly, in or into or by use of mail or by any means or instrumentality (including, but not limited to, facsimile, email or other electronic transmission or telephone) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of, any Restricted Jurisdiction, and the Tender Offer cannot be accepted by any such use, means, instrumentality or facility or from within a Restricted Jurisdiction.

Accordingly, copies of the Tender Offer Document, the Tender Form and any related documents are not being and must not be mailed or otherwise distributed or sent in, into or from a Restricted Jurisdiction including to AIRE Shareholders with registered addresses in a Restricted Jurisdiction or to persons who are custodians, nominees or trustees holding shares for persons in a Restricted Jurisdiction.

Persons receiving such documents (including, without limitation, custodians, nominees and trustees) should not distribute, send or mail them in, into or from a Restricted Jurisdiction or use such mails or any such means, instrumentality or facility in connection with the Tender Offer, and so doing will render invalid any related purported acceptance of the Tender Offer. Persons wishing to accept the Tender Offer should not use such mails or any such means, instrumentality or facility for any purpose directly or indirectly relating to acceptance of the Tender Offer. Envelopes containing Tender Forms should not be postmarked in a Restricted Jurisdiction or otherwise dispatched from a Restricted Jurisdiction and all tendering AIRE Shareholders must provide addresses outside a Restricted Jurisdiction for the remittance of cash or the return of Tender Forms.

- iii If, in connection with making the Tender Offer, notwithstanding the restrictions described above, any person (including, without limitation, custodians, nominees and trustees), whether pursuant to a contractual or legal obligation or otherwise, forwards the Tender Offer Document, the Tender Form or any related documents in, into or from any Restricted Jurisdiction or uses the mails or any means or instrumentality (including, without limitation, facsimile transmission, e-mail or other electronic transmission or telephone) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of, any Restricted Jurisdiction in connection with such forwarding, such persons should: (i) inform the recipient of such fact; (ii) explain to the recipient that such action may invalidate any purported acceptance by the recipient; and (iii) draw the attention of the recipient to this paragraph.
- iv The provisions of this section "Overseas Shareholders" and any other terms of the Tender Offer relating to Overseas Shareholders may be waived, varied or modified as regards specific AIRE Shareholders or on a general basis by Glenstone in its absolute discretion but

only if Glenstone is satisfied that such waiver, variation or modification will not constitute or give rise to a breach of applicable securities law, or other law.

- v The provisions of this section "Overseas Shareholders" supersede any terms of the Tender Offer inconsistent with this section.

Overseas Shareholders should inform themselves about, and observe, any applicable legal or regulatory requirements. If you are in any doubt about your position, you should consult your professional adviser in the relevant jurisdictions.

Taxation

UK taxation of chargeable gains

An AIRE Shareholder's liability to UK taxation of chargeable gains in respect of the disposal of AIRE Shares pursuant to the Tender Offer will depend on that shareholder's individual circumstances.

The sale of AIRE Shares by an AIRE Shareholder pursuant to the Tender Offer will constitute a disposal, or part disposal, of his or her shareholding. Such a disposal or part disposal may give rise to a liability to UK taxation of chargeable gains depending on that AIRE Shareholder's individual circumstances (including the availability of exemptions, reliefs and allowable losses) and, in particular, the AIRE Shareholder's base cost in his holding of AIRE Shares.

Any AIRE Shareholder who is in any doubt as to his or her taxation position or who may be subject to taxation in any jurisdiction other than the United Kingdom should consult an appropriately qualified independent professional adviser immediately.

Stamp Duty and Stamp Duty Reserve Tax ("SDRT")

No UK stamp duty or SDRT should be payable by AIRE Shareholders as a result of accepting the Tender Offer.

If you have any queries relating to the procedure for tendering, you may contact the Receiving Agent, 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 a.m. and 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Link Group cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

The following definitions apply throughout this announcement unless the context requires otherwise:

"AIRE" Alternative Income REIT plc, a public limited company incorporated in England and Wales with registered number 10727886, whose registered office is at 1 King William Street, London, United Kingdom, EC4N 7AF;

"AIRE Shareholder" a holder or holders of AIRE Shares;

"AIRE Shares" or "Ordinary Shares"	ordinary shares of one penny each in the capital of AIRE;
"Announcement"	the regulatory information service announcement in relation to the Tender Offer dated 27 October 2020;
"Australia"	the Commonwealth of Australia, its states, territories and possessions;
"Business Day"	a day (excluding Saturdays, Sundays and public holidays) on which banks are open for business in the City of London;
"Canada"	Canada, its provinces, territories and all areas subject to its jurisdiction and any political sub-division thereof;
"certificated" or "in certificated form"	shares held in certificated form, that is shares held in paper form;
"closing bid price"	the bid quotation for the relevant share on the close of trading on the Main Market on the relevant date;
"Closing Date"	1.00 p.m. on 17 November 2020;
"Code"	the City Code on Takeovers and Mergers;
"CREST"	the system for the electronic settlement of trades in securities and the holding of uncertificated securities operated by Euroclear in accordance with the Regulations;
"CREST Manual"	the CREST Reference Manual referred to in agreements entered into by Euroclear;
"CREST member"	a person who is, in relation to CREST, a system-member (as defined in the Regulations);
"CREST participant"	a person who is, in relation to CREST, a system-participant (as defined in the Regulations);
"CREST payment"	has the meaning given to that term in the CREST Manual;
"CREST sponsor"	a person who is, in relation to CREST, a sponsoring system-participant (as defined in the Regulations);
"CREST sponsored member"	a CREST member admitted to CREST as a sponsored member;
"Euroclear"	Euroclear UK & Ireland Limited;
"FSMA"	the Financial Services and Markets Act 2000 (as amended);

"Glenstone"	Glenstone Property plc, a public limited company incorporated in England and Wales with registered number 00986343, whose registered office is at Parkway House, Sheen Lane, London, England, SW14 8LS;
"HMRC"	HM Revenue & Customs in the UK;
"Japan"	Japan, its cities, prefectures, territories and possessions and all areas subject to its jurisdiction and any political sub-division thereof;
"Link Group"	the trading name of Link Market Services Limited;
"London Stock Exchange"	London Stock Exchange plc;
"Main Market"	the main market for listed securities operated by the London Stock Exchange;
"member account ID"	the identification code or number attached to a participant ID in CREST;
"middle market closing price"	the middle market quotation for the relevant share on the close of trading on the Main Market on the relevant date;
"Minimum Tender Amount"	16,100,000 AIRE Shares, or such lower amount as Glenstone may determine in its sole discretion;
"New Zealand"	New Zealand, its territories and possessions and all areas under its jurisdiction and political sub divisions thereof;
"Overseas Shareholders"	AIRE Shareholders whose registered addresses are outside the UK or who are citizens, residents or nationals of countries other than the UK or who are nominees of, or trustees for, citizens, residents or nationals in countries other than the UK;
"Panel"	the Panel on Takeovers and Mergers;
"participant ID"	the identification code used in CREST to identify a particular CREST participant;
"Receiving Agent"	Link Group, whose registered office is at Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU;
"Record Date"	6.00 p.m. on 17 November 2020;
"Register"	the register of members of AIRE;
"Regulations"	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755);

"Republic of South Africa"	the Republic of South Africa, its territories and possessions and all areas under its jurisdiction and political sub divisions thereof;
"Restricted Jurisdiction"	Australia, Canada, Japan, New Zealand, the Republic of South Africa, the United States and any other jurisdiction where the making or acceptance of the Tender Offer would violate the relevant laws of that jurisdiction;
"Tender"	a tender made by an AIRE Shareholder in order to accept the Tender Offer;
"Tender Form"	the tender form issued by Glenstone for use by certificated AIRE Shareholders in connection with the Tender Offer;
"Tender Offer"	the tender offer by Glenstone to AIRE Shareholders to tender their AIRE Shares on the terms and conditions set out in the Tender Offer Document and the Tender Form and, where the context admits, any revision or subsequent version, variation, extension or renewal thereof;
"Tender Offer Document"	the tender offer document issued by Glenstone containing the terms and conditions of the Tender Offer;
"TFE Instruction"	a transfer from escrow instruction (as defined in the CREST Manual);
"TTE Instruction"	a transfer to escrow instruction (as defined in the CREST Manual);
"UK" or "United Kingdom"	the United Kingdom of Great Britain and Northern Ireland;
"uncertificated" or "in uncertificated form"	a share recorded on the Register as being held electronically, in uncertificated form in CREST and title to which, by virtue of the Regulations, may be transferred by means of CREST; and
"United States"	the United States of America, its possessions and territories, all areas subject to its jurisdiction or any political subdivision thereof, any state of the United States of America and the District of Columbia.

The Tender Offer is not governed by the City Code on Takeovers and Mergers (the "Code"). However, Rule 2.8 of the Code applies to the statement regarding Rule 2.7 above. Accordingly, Glenstone and any other persons acting in concert with them will, except with the consent of the Panel, be bound by the restrictions under Rule 2.8 of the Code.

This announcement must be read in conjunction with the Tender Offer Document. The Tender Offer Document contains important information which should be read carefully before any decision is made with respect to the Tender Offer.

If AIRE Shareholders are in any doubt about the contents of this announcement or the action they should take, they are recommended to seek their own independent financial advice immediately from their stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if they are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

Dickson Minto W.S., which is authorised and regulated in the United Kingdom by the Financial Conduct Authority (FRN: 111421), has approved this announcement for release in the United Kingdom for the purposes of section 21 of the Financial Services and Markets Act 2000, as amended. Dickson Minto W.S. is acting exclusively for Glenstone in connection with the Tender Offer and will not regard any other person as its client in relation to such matters and will not be responsible to anyone other than Glenstone for providing the protections afforded to clients of Dickson Minto W.S., nor for providing advice in relation to the Tender Offer or any matter relating thereto.