

RAVEN PROPERTY GROUP LIMITED
(the “**Company**” or the “**Issuer**”)

The Listing Document, which comprises this Wrapper Document and the appended Prospectus, includes particulars given in compliance with the Listing Rules of The International Stock Exchange Authority Limited (the “**Authority**” or “**TISEA**”). Subject as set out below, the Issuer accepts responsibility for the information contained in the Listing Document and to the best of the knowledge and belief of the Issuer (which has taken all reasonable care to ensure that such is the case) the information contained in this Listing Document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Neither the proposed admission of the New Ordinary Shares and the New Preference Shares to the Official List nor the publication of the Listing Document pursuant to the listing requirements of the Authority shall constitute a warranty or representation by the Authority as to the competence of the service providers or any other party connected with the Issuer, the adequacy and accuracy of information contained in the Listing Document or the suitability of the Issuer for investment or for any other purpose.

LISTING DOCUMENT

The Listing Document prepared for the purpose of Listing Rule 2.4 of the TISEA Listing Rules comprises:

- this Wrapper Document, including the documents incorporated by reference as detailed below; and
- the prospectus prepared by the Issuer in accordance with the prospectus regulation rules of the Financial Conduct Authority pursuant to section 73A of the Financial Services and Markets Act 2000 and dated 14 July 2020, including the documents incorporated by reference therein (the “**Prospectus**”).

ADVISERS

The Issuer’s Sponsor is Ravenscroft Limited of PO Box 222, 20 New Street, St Peter Port, Guernsey GY1 4JG.

The Issuer’s Principal Bankers are Royal Bank of Scotland International (RBSI) of PO Box 62, 2nd Floor, Royal Bank Place, 1 Gategny Esplanade, St Peter Port, Guernsey GY1 4BQ.

METHOD OF LISTING

The method of listing the New Ordinary Shares and the New Preference Shares is Introduction. No change in the nature of the business is contemplated.

MATERIAL INTERESTS AND POTENTIAL CONFLICTS OF INTEREST

In addition to the interests disclosed in the Prospectus appended to this Wrapper Document, the following falls to be disclosed:

Ravenscroft Limited ("**Ravenscroft**") is the Issuer's appointed TISE Listing Sponsor. Ravenscroft is also the appointed Market Maker to the Issuer. This function is performed by a separate team and subject to strict ethical and physical walls and information barriers, in accordance with Ravenscroft's Conflicts of Interest Policy.

SHARE CAPITAL

The Issuer's authorised share capital consists of:

Ordinary shares of 1p each in the Capital of the Company (" Ordinary Shares ")	Preference shares of 1p each in the Capital of the Company (" Preference Shares ")	Cumulative convertible redeemable preference shares of no par value each in the Capital of the Company (" Convertible Preference Shares ")
1,500,000,000	400,000,000	198,455,862

There are no share held in treasury.

The table below shows all alterations to the share capital of the Issuer within the 2 years immediately preceding the issue of the Listing Document. All shares were issued fully paid with no discounts or special terms. The applicable prices and terms of issue were disclosed in market announcements and/or circulars published at the relevant time.

	Ordinary Shares	Convertible Preference Shares	Preference Shares	Warrants
As at 31 December 2017	660,571,843	198,189,014	99,104,993	10,948,352
Scrip dividends	-	-	508,409	-
Exercise of Warrants	8,500,126	-	-	(8,500,126)
Bought back and cancelled by tender offers	(45,802,535)	-	-	-
As at 31 December 2018	623,268,434	198,189,014	99,613,402	2,448,226
Scrip dividends	-	-	361,721	-
Exercise of Warrants	1,734,577	-	-	(1,734,577)
Expiry of Warrants	-	-	-	(713,649)
Conversion of Convertible Preference Shares	18,425	(12,146)	-	-

Bought back and cancelled by tender offers	(36,131,442)	-	-	-
Bought back, and cancelled, from WIM and IAM	(99,144,978)	-	-	-
As at 31 December 2019	489,746,016	198,176,868	99,975,123	-
Scrip dividends	-	-	152,134	-
As at 10 July 2020	489,746,016	198,176,868	100,277,220	-

No share capital of any member of the Company's group is under option or agreed conditionally or unconditionally to be put under option.

PROVISIONS FROM THE ARTICLES OF INCORPORATION

A director shall not vote in respect of any resolution concerning his own appointment (Article 96.7). A director shall also not vote on any resolution relating to any contract or arrangement or any other proposal whatsoever in which he knows he (together with any interest of any person connected with him) has a material interest (Article 96.8). However, this prohibition shall not apply and a director may vote in respect of any resolution concerning any one or more of the following matters:

1. the giving of any guarantee, security or indemnity in respect of money lent or obligations incurred by him or by any other person at the request of or for the benefit of the Company or any of its subsidiary undertakings;
2. the giving of any guarantee, security or indemnity in respect of a debt or obligation of the Company or any of its subsidiary undertakings for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security;
3. any contract concerning an offer of shares, debentures or other securities of or by the Company or any of its subsidiary undertakings for subscription or purchase in which offer he is or may be entitled to participate as a holder of securities or he is or is to be interested as a participant in the underwriting or sub-underwriting thereof;
4. any contract in which he is interested by virtue of his interest in shares, debentures or other securities of the Company or otherwise in or through the Company;
5. any contract concerning any other company in which he is interested, directly or indirectly and whether as an officer, shareholder, creditor or otherwise, unless the Company is one in which he has a relevant interest and for this purpose:
 - a. a company shall be deemed to be one in which a director has a relevant interest if and so long as he (together with persons connected with him (as defined in Article 96.12)) to his knowledge holds an interest in shares representing 1% or more of any class of the equity share capital of that company or of the voting rights available to members of that company or if he can cause 1% or more of those voting rights to be exercised at his direction; and
 - b. where a company in which a director is deemed for the purposes of this Article to have a relevant interest is materially interested in a contract, he shall also be deemed to be materially interested in that contract;

6. any contract relating to an arrangement for the benefit of the employees of the Company or any of its subsidiary undertakings which does not award him any privilege or benefit not generally awarded to the employees to whom such arrangement relates;
7. any proposal concerning the purchase or maintenance of insurance for the benefit of persons including directors.

Subject to the provisions of the Companies (Guernsey) Law, 2008, as amended, the board may exercise all the powers of the Company to borrow money and to mortgage or charge all or any part of its undertaking, property and assets (both present and future) and uncalled capital and to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party (Article 90).

At each annual general meeting any director who has been appointed by the board since the previous annual general meeting and any director selected to retire by rotation pursuant to Article 78 (selection of directors to retire by rotation) shall retire from office. A retiring director shall be eligible for re-appointment and (unless he is removed from office or his office is vacated in accordance with these Articles) shall retain office until the close of the meeting at which he retires or (if earlier) when a resolution is passed at that meeting not to fill the vacancy or to appoint another person in his place or the resolution to re-appoint him is put to the meeting and lost. If at any meeting at which the appointment of a director ought to take place the office vacated by a retiring director is not filled, the retiring director, if willing to act, shall be deemed to be re-appointed, unless at the meeting a resolution is passed not to fill the vacancy or to appoint another person in his place or unless the resolution to re-appoint him is put to the meeting and lost (Article 77).

Subject to the provisions of these Articles, the Company may by ordinary resolution appoint any person who has, in writing, consented to being a director and declared that they are not ineligible to act as a director, either to fill a vacancy or as an additional director. No person (other than a director retiring by rotation or otherwise) shall be appointed or re-appointed a director at any general meeting unless he is recommended by the board; or not less than seven nor more than 42 clear days before the date appointed for the meeting there has been given to the Company, by a holder (other than the person to be proposed) entitled to vote at the meeting, notice of his intention to propose a resolution for the appointment of that person, stating the particulars which would, if he were so appointed, be required to be included in the Company's register of directors and a notice executed by that person of his willingness to be appointed (Article 74).

The board may appoint any person eligible in accordance with Section 137 of the Law who is willing to act to be a director, either to fill a vacancy or by way of addition to their number (Article 76).

The Company may by ordinary resolution, remove any director before his period of office has expired notwithstanding anything in these Articles or in any agreement between him and the Company. A director may also be removed from office by the service on him of a notice to that effect signed by all the other directors. Any removal of a director under this Article shall be without prejudice to any claim which such director may have for damages for breach of any agreement between him and the Company (Article 79).

(Article 30) The Company may sell any share of a holder, or any share to which a person is entitled by transmission, or otherwise by operation of law by giving to a person authorised to conduct business on the London Stock Exchange an instruction to sell it at the best price reasonably obtainable, if:

1. during the relevant period at least three dividends have become payable in respect of the share to be sold and have been sent by the Company in accordance with Article 113;
2. no dividend payable during the relevant period in respect of the share has been claimed;
3. during the relevant period no warrant or cheque in respect of the share sent to the registered address and in the manner provided by these Articles for sending such payments has been cashed;
4. during the relevant period no communication has been received by the Company from the holder or the person entitled by transmission to the share;
5. after expiry of the relevant period the Company has published advertisements in both a national newspaper and in a newspaper circulating in the area in which the registered address is located, in each case giving notice of its intention to sell the share;
6. during the period of three months following the publication of those advertisements (or if published on different dates the last thereof) and after that period until the exercise of the power to sell the share, the Company has not received any communication from the holder or the person entitled by transmission to the share.

For the purposes of this Article 30.1 the “relevant period” means the period of 12 years immediately preceding the date of publication of the first of any advertisement published pursuant to Article 30.1.5. The Company’s power of sale shall extend to any further share which on or before the date of publication of the first advertisement published pursuant to Article 30.1.5, is issued in right of a share to which Article 30.1 applies (or in right of any share to which this Article 30.2 applies) if the conditions set out in Articles 30.1.1 to 30.1.6 (inclusive) have been satisfied in relation to the further share since the date of allotment of the further share but for this purpose the relevant period shall be deemed to be the period commencing on the date of allotment of the further share and ending immediately prior to the publication of the first advertisement published pursuant to Article 30.1.5. To give effect to any sale, the board may authorise some person to transfer the share to, or in accordance with the directions of, the purchaser and the new holder of the share shall not be bound to see to the application of the purchase money; nor shall his title to the share be affected by any irregularity in, or invalidity of, the proceedings connected with the sale.

POWER TO PURCHASE OWN SECURITIES

Resolutions 13, 14 and 15 passed at the Issuer’s AGM held on 6 July 2020 provide the authority necessary for the Company to have the flexibility to purchase its own shares by way of market purchases. The maximum number of Ordinary Shares, Convertible Preference Shares and Preference Shares authorised to be purchased (which represents 10 per cent. of the issued ordinary share capital, 14.99 per cent. of the issued convertible preference share capital and 14.99 per cent. of the issued preference share capital, in each case, as at 4 June 2020 (being the last practicable date prior to the publication of the AGM notice)) is 48,974,601 Ordinary Shares, 29,726,530 Convertible Preference Shares, and 15,037,265. In each case, the minimum price (exclusive of expenses) which

may be paid for a share shall be 1p and the maximum price (exclusive of expenses) which may be paid for:

- An Ordinary Share, shall be an amount equal to the higher of: (i) 105 per cent. of the average of the middle market quotations for an Ordinary Share (as derived from the London Stock Exchange Daily Official List (“SEDOL”)) for the five business days immediately preceding the date on which the Ordinary Share is purchased; and (ii) an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share as derived from the London Stock Exchange trading services SETS;
- A Convertible Preference Share, shall be an amount equal to the higher of: (i) 105 per cent. of the average of the middle market quotations (as derived from SEDOL) for the Convertible Preference Shares for the five business days immediately preceding the date on which the Convertible Preference Share is purchased; and (ii) an amount equal to the higher of the price of the last independent trade of a Convertible Preference Share and the highest current independent bid for a Convertible Preference Share as derived from the London Stock Exchange trading services SETSqx; and
- A Preference Share, shall be an amount equal to the higher of: (i) 120 per cent. of the average of the middle market quotations (as derived from SEDOL) for the Preference Shares for the five business days immediately preceding the date on which the Preference Share is purchased; and (ii) an amount equal to the higher of the price of the last independent trade of a Preference Share and the highest current independent bid for a Preference Share as derived from the London Stock Exchange trading services SETSqx

In respect of the Company’s announcement on 23 April 2020 regarding the proposed redesignation of the Company’s Convertible Preference Shares into Ordinary Shares and Preference Shares, if the re-designation successfully completes, the authority granted by resolution 14 in respect of the buy-back of Convertible Preference Shares shall become redundant.

DOCUMENTS INCORPORATED BY REFERENCE

The Prospectus, which forms part of the Listing Document, incorporates by reference certain sections of the Issuer’s Audited Financial Statements for the year ended 31 December 2019 (the “**2019 AR**”). For the purposes of the TISEA Listing Rules, the 2019 AR in its entirety is incorporated by reference into this Wrapper Document and therefore forms part of the Listing Document. The 2019 AR can be obtained from <https://www.theravenpropertygroup.com/investors/results-reporting/>

For the purposes of the TISEA Listing Rules, the Issuer’s current articles of incorporation (“**Articles**”) are incorporated by reference into this Wrapper Document and therefore form part of the Listing Document. The Articles can be obtained from <https://www.theravenpropertygroup.com/investors/public-documents/>

The shareholder circulars and notices of general meeting and class meetings published on 14 July 2020 include resolutions to amend the Articles as described therein. The meetings are scheduled to

be held on 31 July 2020 and the results will be published following those meetings, along with the updated Articles if the resolutions are passed.

Dated 14 July 2020

THIS DOCUMENT IS IMPORTANT. If you are in any doubt about the contents of this document or the action you should take, you should consult immediately a person authorised for the purposes of the Financial Services and Markets Act 2000 (as amended) ("FSMA") who specialises in advising on the acquisition of shares and other securities. The contents of this document are not to be construed as legal, business or tax advice. Each prospective investor should consult his, her or its own solicitor, independent financial adviser or tax adviser for legal, financial or tax advice. Prospective investors should rely only on the information in this document. No person has been authorised to give any information or make any representations other than those contained in this document and, if given or made, such information or representations must not be relied on as having been authorised by the Company.

This document, which comprises a prospectus for the purposes of Article 3 of European Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") relating to Raven Property Group Limited (the "**Company**"), has been prepared in accordance with the prospectus regulation rules of the Financial Conduct Authority (the "**FCA**") pursuant to section 73A of FSMA (the "**Prospectus Regulation Rules**"). This Prospectus has been drawn up as part of a simplified prospectus in accordance with Article 14 of the Prospectus Regulation. This document has been approved by the FCA as the competent authority under the Prospectus Regulation and in accordance with section 87A of the FSMA and has been made available to the public as required by the Prospectus Regulation Rules. The FCA only approves this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation and such approval should not be considered as an endorsement of the Company or the quality of the securities that are the subject of this document. Investors should make their own assessment as to the suitability of investing in the securities.

The Existing Ordinary Shares are listed on the premium listing segment of the Official List and the Existing Preference Shares are listed on the standard listing segment of the Official List. In addition: (i) the Ordinary Shares are admitted to the official list of The International Stock Exchange ("**TISE**") and have a secondary listing on the main board of the Johannesburg Stock Exchange and the Moscow Stock Exchange; and (ii) the Preference Shares are admitted to the official list of TISE. Applications will be made to the FCA and to the London Stock Exchange, respectively, for admission of the New Ordinary Shares and New Preference Shares to the Official List and to trading on the Main Market ("**Admission**"). It is expected that Admission will become effective and that dealings in the New Ordinary Shares and the New Preference Shares will commence no later than 8.00 a.m. on 30 September 2020. Application will also be made: (i) to The International Stock Exchange Authority Limited for the New Ordinary Shares and New Preference Shares to be admitted to the official list of TISE; (ii) to the Johannesburg Stock Exchange for the New Ordinary Shares to be admitted to trading on the main board of the Johannesburg Stock Exchange; and (iii) to the Moscow Stock Exchange for the New Ordinary Shares to be admitted to trading on the Moscow Stock Exchange.

Although the whole text of this document should be read, the attention of persons receiving this document is drawn to the section headed "Risk Factors" contained on pages 10 to 15 of this document. All statements regarding the Group's business, financial position and prospects should be viewed in light of such risk factors.

Raven Property Group Limited

(a company incorporated in Guernsey under the Companies (Guernsey) Law, 2008, as amended, with registered no. 43371)

Application for admission of 121,046,430 New Ordinary Shares and 115,913,650 New Preference Shares to the Official List and to trading on the Main Market

Sponsor, Financial Adviser and Broker

Nplus1 Singer Advisory LLP

Nplus1 Singer Advisory LLP ("**N+1 Singer**"), which is authorised and regulated in the United Kingdom by the FCA for the conduct of investment business, is acting for the Company and no one else in connection with Admission and, accordingly, will not be responsible to anyone other than the Company for providing the protections afforded to clients of N+1 Singer, or for providing advice in relation to Admission or any other matter referred to in this document. Apart from the responsibilities and liabilities, if any, which may be imposed on N+1 Singer by FSMA, no representation or warranty, express or implied, is made by N+1 Singer as to any of the contents of this document (without limiting the statutory rights of any person to whom this document is issued).

This document does not constitute an offer to sell or an invitation to subscribe for, or the solicitation of an offer to buy or to subscribe for, New Ordinary Shares or New Preference Shares to, or for the account or benefit of, US Persons or persons within the United States or any other Prohibited Territory. The New Ordinary Shares and New Preference Shares have not been and will not be registered under the United States Securities Act of 1933 (as amended) (the "**US Securities Act**") or the United States Investment Company Act of 1940 (as amended) or under the applicable securities laws of any other Prohibited Territory and, unless an exemption under such acts or laws is available, may not be offered for sale or subscription or sold or subscribed directly or indirectly within any Prohibited Territory or for the account or benefit of any national, resident or citizen of any Prohibited Territory. The New Ordinary Shares and the New Preference Shares have not been and will not be approved or disapproved by the U.S. Securities and Exchange Commission, any state securities commission in the United States, any other United States regulatory authority or any such authority of any other Prohibited Territory or any other jurisdiction and no regulatory clearances in respect of the New Ordinary Shares or the New Preference Shares have been, or will be, applied for in any jurisdiction other than the United Kingdom. The distribution of this document in other jurisdictions may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of such jurisdictions.

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SUMMARY

INTRODUCTION AND WARNINGS

This summary has been prepared in accordance with Article 7 of the Prospectus Regulation and should be read as an introduction to the Prospectus. Any decision to invest in the Ordinary Shares or Preference Shares should be based on consideration of the Prospectus as a whole by the investor.

If you invest, you could lose all or part of your invested capital and where your liability is not limited to the amount of your investment, you could lose more than your invested capital.

Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the Member State, have to bear the costs of translating the Prospectus before the legal proceedings are initiated.

Civil liability attaches only to those persons who have tabled the summary, including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or where it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in the Ordinary Shares or Preference Shares.

Name and ISIN of the securities	Ordinary Shares: ISIN GB00B0D5V538 Preference Shares: ISIN GG00B55K7B92
Identity and contact details of the issuer	Raven Property Group Limited, registered number 43371. The Company's registered office is Second Floor, La Vieille Cour, La Plaiderie, St. Peter Port, GY1 6EH, Guernsey, Channel Islands and its telephone number is +44(0)1481 712955. Its LEI is 213800YJ5HI5CBXCYJ65.
Identity and contact details of the competent authority	The competent authority approving the prospectus is the FCA. The FCA's registered address is 12 Endeavour Square, London E20 1JN, United Kingdom and its telephone number is +44(0)207 066 1000.
Date of approval of the prospectus	This Prospectus was approved on 14 July 2020.

KEY INFORMATION ON THE ISSUER

Who is the issuer of the securities?

Domicile and legal form
The Company was incorporated and registered in Guernsey as a company with liability limited by shares on 4 July 2005 under the Companies (Guernsey) Law 2008 with registered number 43371. Its LEI is 213800YJ5HI5CBXCYJ65.

Principal activities
The Company's strategy is to invest, for the long term, in warehouse properties in Russia that offer the prospect of attractive returns to its investors. The Group will continue to seek such property opportunities, either for direct investment by entities within the Group or investment with co-investment partners.

Major shareholders
Insofar as is known to the Company, the name of each party that has, directly or indirectly, an interest in 3.0 per cent. or more in the Company's issued Ordinary Shares and the amount of that party's interest as at 10 July 2020 (being the last practicable date prior to the publication of this document) are as follows:

Name	Number of Ordinary Shares	% of Issued Ordinary Share Capital
Invesco Asset Management	139,678,106	28.5
Schroder Investment Management	59,228,252	12.09
JO Hambro Capital Management	53,676,168	10.96
Anton Bilton	41,620,058	8.49
Quilter Investors	40,404,752	8.25
Raven Property Group Directors, subsidiaries & EBT ¹	20,151,107	4.11
Progressive Capital Partners	15,375,703	3.14

¹ Excludes Anton Bilton, whose holding is shown separately. Does not include holdings of non-Director employees. Each of the individual holdings of the Directors and persons closely associated with them, subsidiaries or the EBT included in this item are below 3 per cent. of the Company's issued Ordinary Shares.

Insofar as is known to the Company, immediately after completion of the Re-designation the interests of those parties with an interest of 3.0 per cent. or more in the Company's issued Ordinary Shares will be as follows:

Name	Number of Ordinary Shares	% of Issued Ordinary Share Capital
Invesco Asset Management	165,404,305	27.08
Quilter Investors	97,666,605	15.99
Schroder Investment Management	59,228,252	9.70
JO Hambro Capital Management	53,676,168	8.79
Anton Bilton	43,144,954	7.06
Raven Property Group Directors, subsidiaries & EBT ¹	23,778,069	3.89
Progressive Capital Partners	21,132,493	3.46

1 Excludes Anton Bilton, whose holding is shown separately. Does not include holdings of non-Director employees. Each of the individual holdings of the Directors and persons closely associated with them, subsidiaries or the EBT included in this item are below 3 per cent. of the Company's issued Ordinary Shares.

Key managing directors

Anton Bilton is the Executive Deputy Chairman of the Company, Glyn Hirsch is the Chief Executive Officer, Mark Sinclair is the Chief Financial Officer and Colin Smith is the Chief Operating Officer.

Statutory auditors

Ernst & Young LLP, with its address at 1 More London Place, London SE1 2AF, United Kingdom. The financial information for the Group for the year ended 31 December 2019 that is incorporated by reference in this document was audited by Ernst & Young LLP.

What is the key financial information regarding the issuer?

The tables below set out the Group's summary financial information, which have been extracted without material adjustment from the Group's audited financial statements set out within the Group's 2019 Annual Report.

Group Income Statement

	2019 £'000	2018 £'000
Gross revenue	175,373	162,639
Property operating expenditure and cost of sales	(48,869)	(44,354)
Net rental and related income	126,504	118,285
Administrative expenses	(25,433)	(25,150)
Share-based payments and other long term incentives	(5,468)	(2,853)
Foreign currency profits/(losses)	27,462	(2,480)
Share of profits of joint ventures	792	1,630
Profit on disposal of joint ventures	490	-
Unrealised profit/(loss) on revaluation of investment property	47,820	(121,764)
Unrealised profit on revaluation of investment property under construction	451	755
Operating profit/(loss)	172,618	(31,577)
Finance income	2,011	4,869
Finance expense	(109,570)	(88,180)
Profit/(loss) before tax	65,059	(114,888)
Tax	(19,041)	(5,793)
Profit/(loss) for the year	46,018	(120,681)
Analysis of profit for the year:		
Underlying earnings	43,225	20,014
Capital and other	2,793	(140,695)
	46,018	(120,681)
Earnings per share (pence):		
Basic	8.16	(18.81)
Diluted	7.50	(18.81)
Underlying earnings per share (pence):		
Basic	7.67	3.12
Diluted	6.35	3.08

Group Balance Sheet

	2019 £'000	2018 £'000
Non-current assets		
Investment property	1,337,682	1,175,440
Investment property under construction	33,846	30,548
Other non-current assets	36,664	72,033
	<u>1,408,192</u>	<u>1,278,021</u>
Current assets		
Trade and other receivables	41,595	43,658
Other current assets	358	705
Cash and short term deposits	68,138	73,450
	<u>110,091</u>	<u>117,813</u>
Total assets	<u>1,518,283</u>	<u>1,395,834</u>
Current liabilities		
Interest bearing loans and borrowings	60,173	75,565
Other current liabilities	51,691	66,193
	<u>111,864</u>	<u>141,758</u>
Non-current liabilities		
Interest bearing loans and borrowings	623,168	567,865
Preference shares	110,324	109,271
Convertible preference shares	217,482	206,116
Other non-current liabilities	89,647	75,197
	<u>1,040,621</u>	<u>958,449</u>
Total liabilities	<u>1,152,485</u>	<u>1,100,207</u>
Net assets	<u>365,798</u>	<u>295,627</u>
Equity		
Share capital	4,898	6,233
Share premium	51,463	103,144
Warrants	–	98
Own shares held	(4,582)	(5,965)
Convertible preference shares	11,212	11,212
Capital reserve	(234,519)	(281,001)
Translation reserve	28,188	(48,887)
Retained earnings	<u>509,138</u>	<u>510,793</u>
Total equity	<u>365,798</u>	<u>295,627</u>
Other metrics		
Net asset value per share (pence):		
Basic	76	48
Diluted	<u>75</u>	<u>48</u>
Net debt	<u>969,415</u>	<u>902,055</u>

Group Cash Flow Statement

	2019 £'000	2018 £'000
Net cash generated from operating activities	93,100	96,086
Net cash used in investing activities	(16,196)	(72,203)
Net cash used in financing activities	(80,062)	(139,827)
Net decrease in cash	<u>(3,158)</u>	<u>(115,944)</u>
Opening cash and cash equivalents	73,450	197,137
Effect of foreign exchange rate changes	(2,154)	(7,743)
Closing cash and cash equivalents	<u>68,138</u>	<u>73,450</u>

UNAUDITED PRO FORMA FINANCIAL INFORMATION

The unaudited pro forma financial information has been prepared to illustrate the effect of the proposed Re-designation of all Convertible Preference Shares to New Ordinary Shares and New Preference Shares of the Company on: (i) the Group's balance sheet as at 31 December 2019 as if the Re-designation had taken place on 31 December 2019; and (ii) on the Group's income statement for the year ended 31 December 2019 as if the Re-designation had taken place on 1 January 2019.

The unaudited pro forma balance sheet and pro forma income statement have been compiled on a basis consistent with the accounting policies adopted by the Company in preparing its consolidated financial statements for the year ended 31 December 2019, and prepared in accordance with sections 1 and 2 of Annex 20 of the Commission Delegated Regulation (EU) 2019/980.

UNAUDITED PRO FORMA GROUP BALANCE SHEET

	Audited Group Balance Sheet as at 31 December 2019 £'000	Proposed Re-designation of Convertible Preference Shares £'000	Pro Forma Group Balance Sheet £'000
Non-current assets			
Investment property	1,337,682	–	1,337,682
Investment property under construction	33,846	–	33,846
Plant and equipment	6,150	–	6,150
Investment in joint ventures	189	–	189
Other receivables	3,414	–	3,414
Derivative financial instruments	2,621	–	2,621
Deferred tax assets	24,290	–	24,290
	<u>1,408,192</u>	<u>–</u>	<u>1,408,192</u>
Current assets			
Inventory	358	–	358
Trade and other receivables	41,595	–	41,595
Cash and short term deposits	68,138	(1,045)	67,093
	<u>110,091</u>	<u>(1,045)</u>	<u>109,046</u>
Total assets	<u>1,518,283</u>	<u>(1,045)</u>	<u>1,517,238</u>
Current liabilities			
Trade and other payables	51,691	–	51,691
Interest bearing loans and borrowings	60,173	–	60,173
	<u>111,864</u>	<u>–</u>	<u>111,864</u>
Non-current liabilities			
Interest bearing loans and borrowings	623,168	–	623,168
Preference shares	110,324	136,946	247,270
Convertible preference shares	217,482	(217,482)	–
Other payables	18,623	–	18,623
Deferred tax liabilities	71,024	–	71,024
	<u>1,040,621</u>	<u>(80,536)</u>	<u>960,085</u>
Total liabilities	<u>1,152,485</u>	<u>(80,536)</u>	<u>1,071,949</u>
Net assets	<u>365,798</u>	<u>79,491</u>	<u>445,289</u>
Equity			
Share capital	4,898	1,210	6,108
Share premium	51,463	38,675	90,138
Own shares held	(4,582)	(452)	(5,034)
Convertible preference shares	11,212	(11,212)	–
Capital reserve	(234,519)	–	(234,519)
Translation reserve	28,188	–	28,188
Retained earnings	509,138	51,270	560,408
Total equity	<u>365,798</u>	<u>79,491</u>	<u>445,289</u>
	No.	No.	No.
Number of ordinary shares	489,746,016	121,046,430	610,792,446
Less number of own shares held	(8,918,186)	(1,372,601)	(10,290,787)
	<u>480,827,830</u>	<u>119,673,829</u>	<u>600,510,659</u>
Basic net asset value per ordinary share (pence)	76		74

UNAUDITED PRO FORMA GROUP INCOME STATEMENT

	Audited Group Income Statement for the year ended 31 December 2019 £'000	Proposed Re-designation of Convertible Preference Shares £'000	Pro Forma Group Income Statement £'000
Gross revenue	175,373	–	175,373
Property operating expenditure and cost of sales	(48,869)	–	(48,869)
Net rental and related income	126,504	–	126,504
Administrative expenses	(25,433)	(1,045)	(26,478)
Share based payments and other long term incentives	(5,468)	–	(5,468)
Foreign currency profits	27,462	–	27,462
Share of profits of joint ventures	792	–	792
Profit on disposal of joint ventures	490	–	490
Unrealised profit on revaluation of investment property	47,820	–	47,820
Unrealised profit on revaluation of investment property under construction	451	–	451
Operating profit	172,618	(1,045)	171,573
Finance income	2,011	–	2,011
Finance expense	(109,570)	5,979	(103,591)
Profit on cancellation of convertible preference shares	–	41,103	41,103
Profit before tax	65,059	46,037	111,096
Tax	(19,041)	–	(19,041)
Profit for the year	46,018	46,037	92,055

What are the key risks that are specific to the issuer?

The attention of investors is drawn to the risks associated with an investment in the Company which, in particular, include the following:

- The Group transacts in more than one currency. Operational performance can be undermined by weak Rouble exchange rates and the Company's Sterling net asset value on any specific date will be dependent on exchange rates prevailing on that date.
- The Group uses secured borrowing facilities on an asset specific, non-recourse basis. In the event of a fall in income and/or a fall in property values these borrowings will increase the impact of these falls and restrict the Company's ability to pay distributions to Preference and Ordinary Shareholders.
- Property assets are inherently difficult to value meaning valuations can be uncertain and there can be no assurance that the estimates resulting from the valuation process will reflect actual sale prices that could be realised in the future.
- Russian tax codes are constantly being updated and the possibility of tax treaties being renegotiated could lead to a higher tax burden for the Group.
- The continuing impact of the coronavirus pandemic on the Russian economy is unknown. A protracted recovery from the effects of lockdown could result in a deterioration in rents recovered by the Group, a reduction in demand for warehouse space and a reduction in profitability.
- Russia is an oil dependent economy and the strength of the Rouble has a direct correlation to movements in the oil price. A weak oil price and a weak Rouble exchange rate will have a negative impact on the Group's financial performance and net asset value.

KEY INFORMATION ON THE SECURITIES

What are the main features of the securities?

Type, class and ISIN

Subject to the passing of the Re-designation Resolutions at the General Meeting and the Convertible Preference Shareholder Meeting, respectively, the Company will re-designate all the issued Convertible Preference Shares in the capital of the Company into an aggregate of 121,046,430 New Ordinary Shares and 115,913,650 New Preference Shares at a ratio of 0.6108 New Ordinary Shares and 0.5849 New Preference Shares for every one Convertible Preference Share (the "Re-designation"), assuming that: (i) the Company does not issue or repurchase any shares; and (ii) no holder of Convertible Preference Shares elects to convert their Convertible Preference Shares into Ordinary Shares, in each case prior to completion of the Re-designation.

	<p>When admitted to trading (i) the New Ordinary Shares will be registered with ISIN GB00B0D5V538 and SEDOL number B0D5V53 and will trade under the symbol "RAV"; and (ii) the New Preference Shares will be registered with ISIN GG00B55K7B92 and SEDOL number B55K7B9 and will trade under the symbol "RAVP".</p>
Currency, denomination, par value, number of securities issued and the term of the securities	<p>The Ordinary Shares and Preference Shares are denominated in pounds Sterling.</p> <p>Immediately prior to the publication of this document, the issued share capital of the Company comprised of 489,746,016 Ordinary Shares of £0.01 each, 100,277,220 Preference Shares of £0.01 each, and 198,176,868 Convertible Preference Shares of no par value, all of which were fully paid or credited as fully paid.</p> <p>The issued and fully paid share capital of the Company immediately following completion of the Re-designation will comprise of 610,792,446 Ordinary Shares of £0.01 each and 216,190,870 Preference Shares of £0.01 each, assuming that: (i) the Company does not issue or repurchase any shares; and (ii) no holder of Convertible Preference Shares elects to convert their Convertible Preference Shares into Ordinary Shares, in each case prior to completion of the Re-designation.</p>
Rights attaching to the shares	<p>The New Ordinary Shares will rank equally in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions made, paid or declared after Completion.</p> <p>The New Preference Shares will rank equally in all respects with the Existing Preference Shares, including the right to receive all dividends and other distributions made, paid or declared after Completion.</p>
The relative seniority of the securities in the issuer's capital structure in the event of insolvency	<p>The Preference Shares shall rank in priority to the Ordinary Shares in the event of the insolvency of the issuer.</p>
Restrictions on the free transferability of the securities	<p>There are no restrictions on the free transferability of the Shares. The Board may exercise its discretionary power to refuse to register a transfer of any Share in certain circumstances, including: a) a transfer of an uncertificated Share where permitted by the Uncertificated Securities Regulations and the CREST Rules and of a certificated Share which is not fully paid; b) if the transfer is in respect of more than one class of shares; and c) if the transfer is in favour of more than four joint transferees; provided that in all such cases where the Share is listed on a stock exchange, such refusal to register a transfer would not prevent dealings in the relevant Share from taking place on an open and proper basis on the relevant stock exchange.</p>
Dividend policy	<p>The Preference Shareholders are entitled to be paid the Preference Dividend and the holders of the Preference Shares shall rank for dividends in priority to the holders of any other class of shares of the Company (save for any Further Preference Shares). The holders of the Preference Shares shall not be entitled to participate in any further dividends or bonus share issue of the Company.</p> <p>Dividends payable to the holders of Ordinary Shares are recognised when they become legally payable. In the case of interim dividends, this is when declared by the directors. In the case of final dividends, this is when they are approved by the shareholders at an annual general meeting of the Company ("AGM").</p>
Where will the securities be traded?	<p>Applications will be made to (i) the FCA for the New Ordinary Shares and New Preference Shares to be admitted to the premium listing segment and standard listing segment, respectively, of the Official List; (ii) the London Stock Exchange for the New Ordinary Shares and New Preference Shares to be admitted to trading on the London Stock Exchange's Main Market for listed securities; (iii) to The International Stock Exchange Authority Limited for the New Ordinary Shares and New Preference Shares to be admitted to the official list of TISE; (iv) to the Johannesburg Stock Exchange for the New Ordinary Shares to be admitted to trading on the main board of the Johannesburg Stock Exchange; and (v) to the Moscow Stock Exchange for the New Ordinary Shares to be admitted to trading on the Moscow Stock Exchange.</p>

What are the key risks that are specific to the securities?

Ordinary Shares

- The market value of the Ordinary Shares could be subject to fluctuations due to market sentiment regarding Russia and a weakening of the Russian Rouble compared to Sterling. The sale of a substantial number of Ordinary Shares in the public market could also depress the market price.
- The Ordinary Shareholders rank behind creditors and the Preference Shareholders on a return of capital by the Company. A special resolution of the Preference Shareholders is required to approve any distribution to Ordinary Shareholders that exceeds 10 per cent. of the last reported net asset value in any 12 month period.

Preference Shares

- The market value of the Preference Shares could be subject to fluctuations due to market sentiment regarding Russia and a weakening of the Russian Rouble compared to Sterling. The sale of a substantial number of Preference Shares in the public market could also depress the market price.
- There is no guarantee that there will be sufficient liquidity in the Preference Shares to sell or buy any number of Preference Shares at a certain price level.
- The ability of the Company to pay dividends on the Preference Shares will depend on, *inter alia*, the profitability of the Group and capital value growth in the underlying assets.
- Holders of Preference Shares will only have voting rights in relation to certain events, including varying or abrogating rights and restrictions attaching to the Preference Shares, on winding up the Company and in the event that dividends on Preference Shares are in arrears.

KEY INFORMATION ON THE ADMISSION TO TRADING ON A REGULATED MARKET

Under which conditions and timetable can I invest in this security?

The Admission of the New Shares will occur pursuant to the Re-designation. The Re-designation will take effect at 00.00 on 30 September 2020, subject to the passing of the Re-designation Resolutions at the General Meeting and the Convertible Preference Shareholder Meeting, respectively. Such meetings are expected to take place on 31 July 2020.

Applications will be made to the FCA and to the London Stock Exchange, respectively, for admission of the New Ordinary Shares and New Preference Shares to the Official List and to trading on the Main Market. It is expected that Admission of the New Shares will become effective on 30 September 2020 and that dealings in New Shares will commence as soon as practicable after 8.00 a.m. on that date.

The ratio of New Ordinary Shares and New Preference Shares arising as a result of the Re-designation is based on the closing middle market quotations for each of an Ordinary Share, Preference Share and Convertible Preference Share on 20 April 2020.²

As a result of the Re-designation: (i) Ordinary Shareholders' holdings will be diluted by 24.72% and (ii) Preference Shareholders' holdings will be diluted by 115.59%.

The estimated costs and expenses relating to the Re-designation (including the fees of the FCA, professional fees and expenses and the costs of printing and distribution of documents) are expected to amount to approximately £1 million, excluding VAT. The costs and expenses relating to the Re-designation will be met by the Company.

There will be no proceeds to the Company from the Re-designation.

As at 10 July 2020 (being the last practicable date prior to the publication of this document), in so far as is known to the Company, there are no interests, including conflicting interests, that are material to the Re-designation or Admission.

Why is this prospectus being produced?

Reasons for the offer or for admission to trading on a regulated market

The Directors believe that the Re-designation will benefit the Company and the Company's Shareholders in the following ways: (i) it will simplify the Company's existing capital structure and should create greater liquidity in the Ordinary Shares and Preference Shares; (ii) it will reduce the potential impact of dilution in the Ordinary Shares on a conversion of the Convertible Preference Shares; (iii) it will remove any concerns regarding the refinancing of the Convertible Preference Shares upon their maturity in July 2026; (iv) Convertible Preference Shareholders will receive increased income, and exposure to two share classes with greater liquidity and which are listed on the London Stock Exchange's Main Market (the Convertible Preference Shares are solely listed on TISE), with income upside potential on the Ordinary Shares; and (v) the Re-designation will be accretive to IFRS earnings per Ordinary Share.

The Company proposes to carry out the Re-designation subject to the passing of the Re-designation Resolutions at the General Meeting and the Convertible Preference Shareholder Meeting, respectively.

2 The relevant closing middle market quotations were as follows on 20 April 2020: (i) 36.4p in respect of the Ordinary Shares; (ii) 115p in respect of the Preference Shares; and (iii) 89.5p in respect of the Convertible Preference Shares.

RISK FACTORS

An investment in Ordinary Shares and/or Preference Shares involves certain risks. Prior to investing in the Company, prospective investors should consider carefully the risks associated with any such investment, the Group's business and the industries in which it operates, together with all other information contained in this Prospectus including, in particular, the risk factors described below.

Prospective investors should note that the risks relating to the Group, its industry, the Ordinary Shares and the Preference Shares summarised in the section of this document headed "Summary" are the risks that the Directors and the Company believe to be the most material to the Company, the Ordinary Shares and/or the Preference Shares. However, as the risks which the Group faces relate to events and depend on circumstances that may or may not occur in the future, prospective investors should consider not only the information on the key risks summarised in the section of this document headed "Summary" but also the risks and uncertainties described below and all of the information set forth in this document prior to making any investment decision with respect to the Ordinary Shares or Preference Shares.

The risks below represent the risks that the Directors consider to be material as at the date of this Prospectus. However, these are not the only risks to which the Group may be subject. Additional risks and uncertainties that are not presently known to the Directors, or which they currently deem immaterial, may exist or become material and could adversely affect the Company or Group and could also have a material adverse effect on the Group's business, financial condition, results of operations, future prospects and the price of the Ordinary Shares and/or Preference Shares and it is possible that Ordinary Shareholders and/or Preference Shareholders could lose all or part of their investment in the Ordinary Shares and/or Preference Shares (as the case may be).

RISK FACTORS RELATING TO THE COMPANY'S BUSINESS

1. Currency risk

The Group transacts in more than one currency. Its principal trading currency is the Rouble, secured bank facilities are denominated in a mixture of Roubles and Euros and the Company's Preference Share and Ordinary Share obligations are Sterling denominated. Consequently, the Group's performance will be subject to the effect of exchange rate fluctuations with respect to the currencies employed and a strong Rouble operational performance can be undermined by weak exchange rates, reducing the Company's ability to pay Sterling distributions.

The Group's presentation currency is also Sterling and therefore its Sterling net asset value at any specific date will be dependent on the exchange rates prevailing on that day. This can result in volatility in Sterling denominated net asset value per share between period ends.

2. Gearing

The Group utilises gearing by financing its portfolio of property assets through a combination of equity and debt finance. These borrowings are secured on a non-recourse basis to the Company. Investors should be aware that, whilst the use of borrowings should enhance the net asset value of the Group where the value of the Group's underlying assets is rising, it will have the opposite effect where the underlying asset value is falling. In addition, in the event that the rental income of the Group's property portfolio falls, including as a result of defaults by tenants pursuant to their leases with the Group, the use of borrowings will increase the impact of such falls on the net profit of the Group and, accordingly, may have an adverse effect on the Company's ability to pay distributions to the holders of its Ordinary Shares and Preference Shares.

We are also operating in a period of globally subdued interest rates. If this were to change and interest rates increase then the Group's profitability and debt service cover could suffer.

3. Property Valuation and Net Asset Value

The majority of the Group's net asset value comprises property and property related assets. If the property market weakens, the Group may have to write down the book value of the properties it holds, with a corresponding loss recognised in the income statement.

Property assets are inherently difficult to value due to the individual nature of each property. As a result, valuations can be uncertain and there can be no assurance that the estimates resulting from the valuation process will reflect actual sale prices that could be realised in the future. The impact of the coronavirus pandemic has increased that uncertainty.

Both rental income and the market value of properties are generally affected by overall conditions in the Russian economy, inflation and changes in interest rates, which may in turn impact upon the demand for properties.

4. Taxation

The Russian tax codes are constantly being updated and clarified. Specific focus is now on cross border transactions such as transfer pricing, beneficial ownership of fund flows and capital gains tax. This is leading to the possibility of tax treaties being renegotiated and could lead to a higher tax burden for the Group.

5. Liquidity of Property Investments

Investments in property are relatively illiquid and more difficult to realise than equities or bonds, especially in an immature property investment market such as Russia. This can have an adverse impact on underlying property values.

6. Coronavirus

The long term impact of the coronavirus pandemic on the Russian market is unknown. The Russian government has introduced compulsory rental deferral schemes, mostly targeted at the non-essential retail and hospitality industries, which have not had a significant impact on our portfolio but we continue to work with all tenants who may have difficulties in meeting rental payments. Although our market sector appears to be one of the more fortunate in these unprecedented times, any number of possible future events such as a second wave of infections, increased government directives on lease obligations and/or a protracted recovery in the general economy could have a greater detrimental impact on our business than we have experienced to date. This could result in a deterioration of rents recovered, a reduction in demand for warehouse space and a reduction in profitability. It also increases the uncertainty with regard to property valuations.

7. Fall in Rental Income and Default

The net revenue generated from the Group's properties depends on the financial stability of its tenants and its commercial relationships with them. In the event of a number of tenants defaulting, the Group may experience delays in enforcing its rights as landlord and may incur costs, including litigation and related expenses, in protecting its investment and re-letting the relevant units. In the event of a tenant becoming insolvent, and thus seeking the protection of bankruptcy or insolvency laws, the Group may experience delays in receipt of rental and/or other contractual payments or it may be unable to collect such payments at all. The Group seeks to ensure that it is not overly reliant on any one tenant to mitigate against the effect of tenant default.

If a lease is terminated, the Group may be unable to lease the property for the rent previously received or sell the property without incurring a loss. In the event of a default by a tenant leading to a vacancy or during any other period of vacancy, the Group will suffer a rental shortfall and incur additional expenses until the property is re-let. These expenses could include legal and surveyor's costs in re-letting, maintenance costs, insurance, rates and marketing costs.

8. Capital Expenditure

The majority of the Group's portfolio of warehouse investment properties was built between 2007 and 2009 and some elements of the buildings will require replacement and modernisation. A maintenance programme is in place but should insufficient cash flows mean the Group is unable to complete the necessary upgrades it could lead to certain assets being less competitive in the market and lower rental levels being achieved.

Political and Economic Risk

9. Oil Dependent Economy

Russia has an oil dependent economy which has recently suffered economic shocks in 2015 and again earlier this year on the sudden collapse of oil prices. The 2015 crisis precipitated the free float of the Rouble and a significant weakening of the currency which resulted in a long term rebasing of the currency against the other principal international currencies. The recent collapse in oil prices exacerbated by the coronavirus pandemic has not had such an extreme impact on the Rouble but will potentially curtail the Russian government's planned infrastructure spending programme which is seen to be a pillar of future growth in the country. A volatile oil market will have a number of repercussions for the Russian economy which can have a direct impact on the demand and market rental levels for our product.

10. International Relations

Domestically, the ruling political party is perceived as a steady influence on Russia given the term it has enjoyed in power and the Russian President appears to continue to have high approval ratings. However, the Russian government's approach to international relations, spanning the invasion of Georgia to the support of the Eastern Ukrainian rebels, the annexation of Crimea and influence applied in the Middle Eastern arena has resulted in a raft of Western sanctions on certain Russian industries and individuals. In the current climate it is more likely that additional sanctions will be applied rather than existing sanctions lifted. The negative international view of Russia has significantly curtailed inward international investment and increased the risk premium applied to existing Russian investments. This can have a detrimental effect on the market value of the Company's listed instruments.

11. Foreign Investment Restrictions

The laws and regulations affecting foreign investment in Russian enterprises continue to evolve in an unpredictable manner. Laws and regulations, particularly involving taxation, foreign investment and trade, title to securities, and transfer of title that are applicable to the Group's activities can change quickly and unpredictably (sometimes with retrospective effect) in a manner far more volatile than in more developed market economies. Although basic commercial laws are in place, they are subject to varying interpretations and may at any time be amended, modified, repealed or replaced in a manner materially adverse to the interests of the Group.

12. Russian Taxation

Russian tax law and practice is not as clearly established as that of the UK. It is possible that the current interpretation of the law or understanding of practice may change or, indeed, that the law may be changed with retrospective effect, although legislation with retrospective effect that causes a deterioration in taxpayers' positions is generally prohibited. Russian tax laws have been in force for a short period relative to tax laws in more developed market economies: therefore the government's implementation of these tax laws is often unclear or inconsistent. Often, differing legal interpretations exist between companies that are taxed and government organisations, such as the Ministry of Finance, the Federal Tax Service and its various inspectorates, creating uncertainties and areas of conflict. Generally, tax declarations remain open and subject to inspection by tax authorities for a period of three years following the tax period in question. Further, the tax authorities have in the past sought, and may again in the future, seek, ways to look

back beyond the three year period. The fact that a tax declaration relating to a certain tax period has been reviewed by tax authorities under audit does not close that period from further review during the three-year period. On certain occasions set forth in the Russian tax code, a taxpayer may be subject to repeated tax audits. Should the Group be subject to an adverse tax law change or interpretation, it could increase the effective tax rate of the Group and reduce profitability.

13. Legal System

The volume of new legislation, as well as the magnitude of the legislative changes that periodically take place, has resulted in a lack of precedent available to the Russian courts to enable them to give clear and consistent judgments. Legal acts are published by a variety of state bodies and complete compliance with legal rules and standards has often been difficult to achieve. Due to the inconsistency of Russian legislation, the same provisions of the law may be applied differently by different local authorities and state bodies.

The independence of the judicial system and its immunity from economic, political and nationalistic influences in Russia remain largely untested. Judicial precedents have no binding effect on subsequent decisions as Russia is a civil law jurisdiction. In addition, most court decisions are not readily available to the public. Enforcement of court judgments can in practice be very difficult in Russia. All of these factors make judicial decisions in Russia difficult to predict and effective redress uncertain. Additionally, court claims may be used in furtherance of political or private objectives and court judgments are not always enforced or followed by law enforcement agencies. This could have an impact on the Group's profitability if it has to seek legal redress through court proceedings.

14. Crime and Corruption

Parts of the Russian economic system continue to suffer from corruption. Legal rights may be difficult to enforce in the face of organised crime or corruption. Prospective counterparties to the Group may seek to structure transactions in an irregular fashion, and to evade fiscal or legal requirements. They may also deliberately conceal information from the Group and its advisers or provide inaccurate or misleading information which could lead to financial loss for the Group.

RISK FACTORS RELATING TO THE PREFERENCE SHARES

15. Trading in Preference Shares

Investors should be aware that the value of Preference Shares may go down as well as up and that they may not be able to realise their investment. Sales of a substantial number of Preference Shares in the public market could depress the market price of the Preference Shares.

16. Volatility

The market price of the Preference Shares could be subject to significant fluctuations due to a change in sentiment in the market regarding the Preference Shares or in response to various factors and events, including the coronavirus pandemic, legal or regulatory changes affecting the Group's operations, variations in the Group's operating results or property valuation and any further downturn in the broader Russian property market.

17. Sufficient Liquidity in the Market for Preference Shares

There is no guarantee that there will be sufficient liquidity in the Preference Shares to sell or buy any number of Preference Shares at a certain price level. The Company cannot predict the extent to which an active market for the Preference Shares will develop or be sustained, or how the development of such market might affect the market price for Preference Shares. An illiquid market for the Preference Shares, which can be exacerbated by a concentration in the holding of the shares, may result in lower trading prices and increased volatility, which could adversely affect the value of any investment.

18. Dividends

The ability of the Company to pay out dividends on the Preference Shares will depend on, *inter alia*, profitability and capital value growth in the underlying assets. Under Guernsey law, the directors of a company are required to carry out a liquidity or cash flow test and a balance sheet solvency test before any dividend or distribution payment can be made. The test requires the Board to make a future assessment by making reference to the solvency test being satisfied immediately after a distribution or dividend payment is made. If at the time a dividend or distribution payment is to be made the Directors believe that the solvency test cannot be passed, then no payment may be made to holders of the Preference Shares. Payment of the Preference Dividend on the Preference Shares will be subject to the Company satisfying this legal requirement.

19. Absence of voting rights

Preference Shareholders will only be entitled to receive notice of and to attend any general meetings of Ordinary Shareholders and to speak or vote upon any resolution proposed at such meeting if a resolution is proposed either varying or abrogating any of the rights and restrictions attached to the Preference Shares or to wind-up the Company (and only then in each case to speak and vote upon any such resolution) or in the event that any of the dividends on the Preference Shares are in arrears subject to certain terms and conditions.

20. Winding-up

On a return of capital on a winding-up, holders of Preference Shares will be entitled to be paid out of the assets of the Company available to members only after the claims of all creditors of the Company have been settled.

RISK FACTORS RELATING TO THE ORDINARY SHARES

21. Trading in Ordinary Shares

Investors should be aware that the value of Ordinary Shares may go down as well as up and that they may not be able to realise their investment. Sales of a substantial number of Ordinary Shares in the public market could depress the market price of the Ordinary Shares.

22. Distributions

The ability of the Company to pay a distribution on the Ordinary Shares will depend on, *inter alia*, the solvency of the Company. Before any distribution can be paid by the Company, the Law requires the Directors to certify that, in their opinion, the Company will be able to pay its debts as they become due and the value of the Company's assets will be greater than the value of its liabilities immediately after the payment of that dividend or distribution. This test requires the Board to make a future assessment by making reference to the solvency test being satisfied immediately after a distribution or dividend payment is made. If at the time any dividend payment is to be authorised, or at any time before any dividend payment is to be made, the Directors believe that the solvency test cannot be passed, then no payment may be made to holders of the Ordinary Shares.

In any 12 month period, if the Company wishes to distribute more than 10 per cent. of its last reported net asset value to its Ordinary Shareholders then it will require ratification by the Company's Preference Shareholders by way of a special resolution.

23. Net Asset Value

There is no guarantee that the market price of the Ordinary Shares will fully reflect the underlying value of the assets held by the Company. As well as being affected by the underlying value of the assets held, the market value of the Ordinary Shares will, amongst other factors, be influenced by the market price of the Ordinary Shares and the supply and demand for the Ordinary Shares in the market. As such, the market value of the Ordinary Shares may vary considerably from the underlying value of the Group's assets.

24. Volatility

The market price of the Ordinary Shares could be subject to significant fluctuations due to a change in sentiment in the market regarding the Ordinary Shares or in response to various factors and events, including the coronavirus pandemic, legal or regulatory changes affecting the Group's operations, variations in the Group's operating results or property valuation and any downturn in the broader Russian property market.

25. Sufficient Liquidity in the Market for Ordinary Shares

There is no guarantee that there will be sufficient liquidity in the Ordinary Shares to sell or buy any number of Ordinary Shares at a certain price level. The Company cannot predict the extent to which an active market for the Ordinary Shares will develop or be sustained, or how the development of such market might affect the market price for Ordinary Shares. An illiquid market for the Ordinary Shares, which can be exacerbated by a concentration in the holding of the shares, may result in lower trading prices and increased volatility, which could adversely affect the value of any investment.

26. Winding-up

On a return of capital on a winding-up, holders of Ordinary Shares shall be entitled to be paid out of the assets of the Company available for distribution to members only after the claims of creditors of the Company and the holders of Preference Shares have been settled.

IMPORTANT INFORMATION AND FORWARD-LOOKING STATEMENTS

Some of the statements in this document include forward-looking statements which reflect the Directors' current views with respect to financial performance, business strategy, plans and objectives of management for future operations. These statements include forward-looking statements both with respect to the Group and the sectors and industries in which the Group operates. Statements which include the words "expects", "intends", "plans", "believes", "projects", "estimates", "anticipates", "will", "targets", "aims", "may", "would", "could", "continue" and similar statements are of a future or forward-looking nature.

All forward-looking statements address matters that involve risks and uncertainties. The Group's actual results could differ materially from those estimated or anticipated in the forward-looking statements as a result of many factors, including the risks faced by the Group which are described in the "Risk Factors" section above and elsewhere in this document, which should be read in conjunction with the other cautionary statements that are included in this document. The attention of existing and potential investors is drawn to the "Risk Factors" set out on pages 10 to 15 of this Prospectus. Any forward-looking statements in this document reflect the Directors' current views with respect to future events and are subject to these and other risks, uncertainties and assumptions relating to the Group's operations, results of operations and growth strategy.

These forward-looking statements speak only as of the date of this document. Subject to any obligations under the Prospectus Regulation Rules, the Listing Rules or the DTRs, the Company undertakes no obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise. All subsequent written and oral forward-looking statements attributable to the Group or individuals acting on behalf of the Group are expressly qualified in their entirety by this paragraph. Prospective investors should specifically consider the factors identified in this document which could cause actual results to differ before making an investment decision.

Investment in the Company will involve certain risks and special considerations. Existing and potential investors should be able and willing to withstand the loss of their entire investment. The investments of the Company are subject to normal market fluctuations and the risks inherent in all investments and there can be no assurance that an investment will retain its value or that appreciation will occur. The price of the Ordinary Shares and/or the Preference Shares can go down as well as up and Ordinary Shareholders and Preference Shareholders may not realise the value of their initial investment.

General

This Prospectus has been produced in connection with the proposed admission of (i) the New Ordinary Shares to the premium listing segment of the Official List and to trading on the Main Market; and (ii) the New Preference Shares to the standard listing segment of Official List and to trading on the Main Market. In making an investment decision regarding Ordinary Shares or Preference Shares, investors must rely on their own examination of the Company, including the merits and risks involved in an investment in Ordinary Shares and Preference Shares.

No broker, dealer or other person has been authorised by the Company, its Directors or N+1 Singer to issue any advertisement or to give any information or to make any representations in connection with the Re-designation and any such advertisement, information or representations must not be relied upon as having been authorised by the Company, its Directors or N+1 Singer.

Existing and potential investors should not treat the contents of this Prospectus as advice relating to legal, taxation, investment or any other matters. Existing and potential investors should inform themselves as to: (a) the legal requirements within their own countries for the purchase, receipt,

holding, transfer, redemption or other disposal of Ordinary Shares and/or Preference Shares, (b) any foreign exchange restrictions applicable to the purchase, receipt, holding, transfer, redemption or other disposal of Ordinary Shares and/or Preference Shares that they might encounter and (c) the income and other tax consequences that may apply in their own countries as a result of the purchase, receipt, holding, transfer, redemption or other disposal of Ordinary Shares and/or Preference Shares. Existing and potential investors must rely upon their own representatives, including their own legal advisers and accountants, as to legal, tax, investment or any other related matters concerning the Company and an investment therein.

Statements made in this Prospectus are based on the law and practice currently in force in Guernsey, England and Wales and Russia and are subject to changes therein. Prospective investors should assume that the information appearing in this Prospectus is accurate only as of the date of this Prospectus, regardless of the time of delivery of the Prospectus or the date on which the Re-designation becomes effective or Admission takes place. Except as required by the FCA, the London Stock Exchange, the Part VI Rules (including the Listing Rules, the Prospectus Regulation Rules and/or the DTRs) or applicable law, the Company does not have any obligation to update or revise publicly any statement, whether as a result of new information, further events or otherwise. Except as required by the Listing Rules, the Prospectus Regulation Rules, the DTRs or any other applicable law, the Company expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any statement contained herein whether to reflect any change in the Company's expectations with regard thereto or to reflect any change in events, conditions or circumstances on which any such statement is based, or otherwise. In particular, and in light of these risks, uncertainties and assumptions, the forward-looking events discussed in this document might not occur.

This Prospectus should be read in its entirety before making any investment in the Company. All prospective and existing Ordinary Shareholders and Preference Shareholders are entitled to the benefit of, are bound by and are deemed to have notice of, the provisions of the memorandum and Articles of Incorporation of the Company.

Rounding

Certain figures in this Prospectus have been subject to rounding adjustments. Accordingly, any apparent discrepancies in tables between the totals and the sums of the relevant amounts are due to rounding.

References to the aggregate numbers of Ordinary Shares and Preference Shares arising from the Re-designation

References in this Prospectus to the aggregate numbers of Ordinary Shares and Preference Shares arising from the Re-designation: (i) disregard the rounding of individual entitlements under the Re-designation as fractions of Ordinary Shares and Preference Shares will not be created; and (ii) assume that no holder of Convertible Preference Shares elects to convert its Convertible Preference Shares into Ordinary Shares prior to completion of the Re-designation.

Information to distributors

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "**Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the Product Governance Requirements) may otherwise have with respect thereto, the Ordinary Shares and the Preference Shares have been subject to a product approval process, which has determined that the Ordinary Shares and the Preference Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all

distribution channels as are permitted by MiFID II (the “**Target Market Assessment**”). Notwithstanding the Target Market Assessment, distributors should note that: the price of Ordinary Shares and/or Preference Shares may decline and investors could lose all or part of their investment; the Ordinary Shares offer no guaranteed income and no capital protection; and an investment in Ordinary Shares is compatible only with investors who do not need a guaranteed income or capital protection. An investment in either Ordinary Shares or Preference Shares is compatible only with investors who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to, Ordinary Shares or Preference Shares.

Any distributor of Ordinary Shares or Preference Shares is responsible for undertaking its own target market assessment in respect of Ordinary Shares and/or Preference Shares (as applicable) and determining appropriate distribution channels.

Restrictions on sales

This Prospectus does not constitute, and may not be used for the purposes of, an offer or an invitation to subscribe for New Ordinary Shares or New Preference Shares by any person in any jurisdiction: (i) in which such offer or invitation is not authorised; or (ii) in which the person making such offer or invitation is not qualified to do so; or (iii) to any person to whom it is unlawful to make such offer or invitation.

The distribution of this Prospectus and participation in the transactions to which it refers may be restricted by law in certain jurisdictions. Accordingly, neither this Prospectus nor any advertisement may be distributed or published in any other jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. Persons outside the United Kingdom into whose possession this Prospectus comes are required by the Company to inform themselves about and to observe any restrictions as to the distribution of this Prospectus under the laws and regulations of any territory, including obtaining any requisite governmental or other consent and observing any other formality prescribed in such territory. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. No action has been taken or will be taken in any jurisdiction by the Company that would permit a public offering of New Ordinary Shares or New Preference Shares in any jurisdiction, nor has any such action been taken with respect to the possession or distribution of this Prospectus (or any other materials relating to the New Ordinary Shares or the New Preference Shares).

This Prospectus does not constitute or form part of an offer or invitation to sell or issue, or a solicitation of an offer to purchase or subscribe for, any securities.

The securities described in this Prospectus have not been and will not be registered under the US Securities Act or under any securities laws of any state or other jurisdiction of the United States and may not be offered, sold, resold or transferred within the United States except pursuant to an applicable exemption from the registration requirements of the US Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. Additionally, the Company has not been and will not be registered as an investment company under the US Investment Company Act of 1940, as amended. This document does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase any securities in the United States.

Third party information

This document includes market data and forecasts that the Company has obtained from third party publications. Specifically, paragraph 9 (*Russian Property Market Overview And Trading Update*) of Part 2 (*Information on the Group*) beginning on page 29 incorporates information from the following sources:

- Cushman and Wakefield “Trends Radar” May 2020;
- Knight Frank Industrial Market Report Q1 2020;
- CBRE Marketview Q1 2020; and
- JLL Moscow Warehouse Market Q1 2020.

The Company has not independently verified any of the data from third party sources nor has it ascertained the underlying economic assumptions relied upon therein. The Company confirms that the information sourced from third parties has been accurately reproduced and, as far as the Company is aware and is able to ascertain from information published by those third parties, no facts have been omitted which would render the reproduced information inaccurate or misleading.

No incorporation of website

Unless explicitly incorporated by reference herein, the contents of the websites of the Group do not form part of this document.

DIRECTORS, SECRETARY AND ADVISERS

Directors	Sir Richard Wilson Jewson (<i>Non-Executive Chairman</i>) Anton John Godfrey Bilton (<i>Executive Deputy Chairman</i>) Glyn Vincent Hirsch (<i>Chief Executive Officer</i>) Mark Sinclair (<i>Chief Financial Officer</i>) Colin Andrew Smith (<i>Chief Operating Officer</i>) Michael James Hough (<i>Non-Executive Director</i>) David Christopher Moore (<i>Non-Executive Director</i>)
Company Secretary	Benn Garnham
Registered Office, Principal Place of Business of the Company and Business Address of the Directors and the Company Secretary	Second Floor La Vieille Cour La Plaiderie St. Peter Port Guernsey GY1 6EH Channel Islands
Website address	www.theravenpropertygroup.com
UK Sponsor, Joint Financial Adviser and Broker	Nplus1 Singer Advisory LLP One Bartholomew Lane London EC2N 2AX United Kingdom
UK Solicitors to the Company	Bryan Cave Leighton Paisner LLP Governor's House Laurence Pountney Hill London EC4R 0BR United Kingdom
Guernsey Advocates to the Company	Carey Olsen (Guernsey) LLP Carey House Les Banques St. Peter Port Guernsey GY1 4BZ Channel Islands
Auditors	Ernst & Young LLP 1 More London Place London SE1 2AF United Kingdom
Registrars	Link Market Services (Guernsey) Limited Mont Crevelt House Bulwer Avenue St. Sampson Guernsey GY2 4LH Channel Islands

UK Transfer Agent

Link Market Services Limited
The Registry
34 Beckenham Road
Beckenham
Kent BR3 4ZF
United Kingdom

Valuer

Jones Lang LaSalle LLC
Kosmodamianskaya NAB 52/3 Korp 3
Moscow 115054
Russia

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this document, posting of the General Meeting Circular to Shareholders, posting of the Convertible Preference Shareholder Circular to Convertible Preference Shareholders and posting of the Preference Shareholder Circular to Preference Shareholders	14 July 2020
Latest time and date for receipt of Forms of Proxy and/or CREST proxy instructions in relation to the General Meeting	10.00a.m. on 29 July 2020
Latest time and date for receipt of Forms of Proxy and/or CREST proxy instructions in relation to the Convertible Preference Shareholder Meeting	10.15a.m. on 29 July 2020
Latest time and date for receipt of Forms of Proxy and/or CREST proxy instructions in relation to the Preference Shareholder Meeting	10.30a.m. on 29 July 2020
Record Date	6.00p.m. on 29 July 2020
General Meeting	10.00a.m. on 31 July 2020
Convertible Preference Shareholder Meeting	10.15a.m. on 31 July 2020
Preference Shareholder Meeting	10.30a.m. on 31 July 2020
Announcement of the results of the General Meeting	31 July 2020
Announcement of the results of the Convertible Preference Shareholder Meeting	31 July 2020
Announcement of the results of the Preference Shareholder Meeting	31 July 2020
Completion of the Re-designation	00.00 on 30 September 2020
Expected admission and commencement of dealings in each of the New Ordinary Shares and the New Preference Shares on the London Stock Exchange's Main Market ⁽¹⁾	8.00 a.m. on 30 September 2020
CREST accounts credited with the New Ordinary Shares and New Preference Shares	30 September 2020
Despatch of definitive share certificates in respect of the New Ordinary Shares and New Preference Shares	14 October 2020

If any of the above times and/or dates change, the revised times and/or dates will be notified to Ordinary Shareholders by an announcement through the Regulatory Information Service of the London Stock Exchange. All references in this document are to London time unless otherwise stated.

SA Shareholders should refer to the timetable in the Letter to SA Shareholders for the relevant South African Standard Time timings.

(1) Dealings in New Ordinary Shares are expected to commence: (i) on TISE at 8.00a.m. on 30 September 2020; (ii) on the main board of the Johannesburg Stock Exchange at 8.00a.m. on 30 September 2020; and (iii) on the Moscow Stock Exchange at 8.00a.m. on 30 September 2020. Dealings in the New Preference Shares are expected to commence on TISE at 8.00a.m. on 30 September 2020.

RE-DESIGNATION STATISTICS⁽¹⁾

Number of Ordinary Shares in issue on the date of this document	489,746,016
Number of Preference Shares in issue on the date of this document	100,277,220
Number of Convertible Preference Shares in issue on the date of this document	198,176,868
Number of New Ordinary Shares arising pursuant to the Re-designation	121,046,430
Number of New Preference Shares arising pursuant to the Re-designation	115,913,650
Percentage of Enlarged Ordinary Share Capital represented by the number of New Ordinary Shares arising pursuant to the Re-designation	19.82%
Percentage of Enlarged Preference Share Capital represented by the number of New Preference Shares arising pursuant to the Re-designation	53.62%
Number of Ordinary Shares in issue following completion of the Re-designation	610,792,446
Number of Preference Shares in issue following completion of the Re-designation	216,190,870
ISIN for Ordinary Shares and New Ordinary Shares	GB00B0D5V538
ISIN for Preference Shares and New Preference Shares	GG00B55K7B92

Notes:

- (1) Assumes that: (i) the Company does not issue or repurchase any Shares; and (ii) no holder of Convertible Preference Shares elects to convert its Convertible Preference Shares into Ordinary Shares, in each case prior to the date of Completion of the Re-designation. Also does not reflect the rounding of individual holdings resulting from the Re-designation.

PART 1

INFORMATION ON THE RE-DESIGNATION

1. INTRODUCTION

The Board announced on 23 April 2020 that the Company proposes to re-designate all of the Convertible Preference Shares into New Ordinary Shares and New Preference Shares. Under the proposed Re-designation, holders of Convertible Preference Shares will receive 0.6108 New Ordinary Shares and 0.5849 New Preference Shares for every 1 Convertible Preference Share they hold. On completion of the Re-designation the entire Convertible Preference Share class will cease to exist.

The ratio of New Ordinary Shares and New Preference Shares arising as a result of the Re-designation is based on the closing middle market quotations for each of an Ordinary Share, Preference Share and Convertible Preference Share on 20 April 2020, which were as follows on that date: (i) 36.4p in respect of the Ordinary Shares; (ii) 115p in respect of the Preference Shares; and (iii) 89.5p in respect of the Convertible Preference Shares.

The implementation of the Re-designation requires the approval of Ordinary Shareholders and also the approval of the Convertible Preference Shareholders. In order for the Re-designation to proceed, it is necessary to amend the Articles to incorporate provisions giving the Company the power to re-designate shares of one class in the Company's share capital into shares of a different class. Pursuant to the Amended Articles, the approval of the Ordinary Shareholders will be required by ordinary resolution in order to implement the Re-designation. In accordance with the Articles, the Convertible Preference Shareholders will be entitled to vote on the resolution approving the Re-designation (Resolution 3). The Re-designation will also constitute a variation of class rights in respect of the Convertible Preference Shares and such variation is subject to the approval of Convertible Preference Shareholders by way of a special resolution at a class meeting of Convertible Preference Shareholders.

The Company has sent today: (i) the General Meeting Circular to the Shareholders, which sets out the terms of the Re-designation and contains a Notice convening the General Meeting for the purposes of (a) putting to Ordinary Shareholders (and, in the case of Resolution 3, the Convertible Preference Shareholders) the resolutions required to implement the Re-designation and (b) putting to Ordinary Shareholders (and, in the case of Resolution 2, the Preference Shareholders) the resolution required to implement the Preference Share Amendment; (ii) the Convertible Preference Shareholder Circular to the Convertible Preference Shareholders which sets out the terms of the Re-designation and contains a Notice convening the Convertible Preference Shareholder Meeting for the purposes of putting to Convertible Preference Shareholders the resolution required to approve the variation of class rights arising from the Re-designation; and (iii) the Preference Shareholder Circular to the Preference Shareholders which contains a Notice convening the Preference Shareholder Meeting for the purposes of putting to Preference Shareholders a resolution required to approve the variation of class rights arising in connection with the Preference Share Amendment. If any of the Re-designation Resolutions are not passed with the requisite majorities, the Re-designation will not proceed.

2. BACKGROUND TO AND REASONS FOR THE RE-DESIGNATION

The Directors believe that the Re-designation will benefit the Company and the Company's Shareholders in the following ways:

- it will simplify the Company's existing capital structure and should create greater liquidity in the Ordinary Shares and Preference Shares;

- it will reduce the potential impact of dilution in the Ordinary Shares on a conversion of the Convertible Preference Shares. The dilutive impact of the Re-designation on the Convertible Preference Shareholders is materially less than the dilution that would occur if the Convertible Preference Shareholders were to exercise their existing conversion rights (which they may do at any time until maturity in 2026). This is because approximately 25% of the value of the Convertible Preference Shares will be re-designated into Ordinary Shares (with the balance re-designated into Preference Shares). Conversely, should the Convertible Preference Shareholders wish to exercise their existing conversion rights, 100% of the value of the Convertible Preference Shares would be converted into Ordinary Shares;
- it will remove any concerns regarding the refinancing of the Convertible Preference Shares upon their maturity in July 2026;
- Convertible Preference Shareholders will receive increased income, and exposure to two share classes with greater liquidity and which are listed on the London Stock Exchange's Main Market (the Convertible Preference Shares are solely listed on TISE), with income upside potential on the Ordinary Shares; and
- the Re-designation will be accretive to IFRS earnings per Ordinary Share.

The Directors believe that the Re-designation is in the Company's best interests and are recommending that Ordinary Shareholders and Convertible Preference Shareholders vote in favour of the relevant resolutions at the General Meeting and at the Convertible Preference Shareholder Meeting, as the Directors intend to do in respect of their own beneficial holdings of Ordinary Shares and Convertible Preference Shares.

As a result of the Re-designation, the Convertible Preference Shares will be removed from the official list of TISE and will no longer be traded on the SETSqx market of the London Stock Exchange. Convertible Preference Shareholders will be entitled to receive the Convertible Preference Dividend which has accrued on the Convertible Preference Shares up until 29 September 2020 from the previous payment date in accordance with the rights attaching to the Convertible Preference Shares.

3. THE NEW ORDINARY SHARES

The New Ordinary Shares arising as a result of the re-designation of Convertible Preference Shares pursuant to the Re-designation will be credited as fully paid and rank *pari passu* in all respects with the Existing Ordinary Shares in issue on Admission, including their right to receive all future dividends or other distributions declared, made or paid after the date of Admission.

It is expected that the New Ordinary Shares will be admitted to the premium listing segment of the Official List and to trading on the Main Market, and dealings in such shares will commence, on 30 September 2020. 121,046,430 New Ordinary Shares will arise as a result of the Re-designation, assuming that: (i) the Company does not issue or repurchase any of its Shares; and (ii) no holder of Convertible Preference Shares elects to convert their Convertible Preference Shares into Ordinary Shares, in each case prior to the date of Completion of the Re-designation. Fractions of New Ordinary Shares will not be issued. The New Ordinary Shares will be in registered form and will be capable of being held in certificated or uncertificated form. Pending the issue of definitive certificates in respect of the New Ordinary Shares, transfers will be certified against the register.

In the event that the Company resolves to proceed with the tender offer(s) referred to in paragraph 9 (*Russian Property Market Overview And Trading Update*) of Part 2 (*Information on the Group*) (or combines them), the New Ordinary Shares will not be in existence at the time such tender offer(s) take place and as such will not be capable of being tendered pursuant to it or them.

4. THE NEW PREFERENCE SHARES

The New Preference Shares arising as a result of the re-designation of Convertible Preference Shares pursuant to the Re-designation will be credited as fully paid and rank *pari passu* in all respects with the Existing Preference Shares in issue on Admission, including their right to receive all future dividends or other distributions declared, made or paid after the date of Admission.

It is expected that the New Preference Shares will be admitted to the standard listing segment of the Official List and to trading on the Main Market, and dealings in such shares will commence, on 30 September 2020. 115,913,650 New Preference Shares will arise as a result of the Re-designation, assuming that the Company does not issue or repurchase any of its shares prior to the date of Completion of the Re-designation. Fractions of New Preference Shares will not be issued. The New Preference Shares will be in registered form and will be capable of being held in certificated or uncertificated form. Pending the issue of definitive certificates in respect of the New Preference Shares, transfers will be certified against the register.

The Preference Dividend accrues on a daily basis and is payable quarterly on the Preference Dividend Payment Dates. The next Preference Dividend Payment Date, relating to Preference Dividends accrued during the period from and including 30 June 2020 up to and including 29 September 2020, is on 30 September 2020. The Preference Dividend will begin to accrue on the New Preference Shares from the date on which the Re-designation becomes effective being 30 September 2020. If the Re-designation were to become effective on a date that is not a Preference Dividend Payment Date, that would result in a situation in which there would be Existing Preference Shares and New Preference Shares in issue accruing dividends from different dates and which would therefore give rise to entitlements to different dividend payments on the next Preference Dividend Payment Date. That would result in an additional administrative burden and an additional cost for the Company and the Board believes that this situation could also create confusion in the market. To avoid this, the Re-designation will take effect at 00.00 on 30 September 2020.

Therefore, holders of Existing Preference Shares will receive the Preference Dividend relating to the period up to and including 29 September 2020 on 30 September 2020 and holders of Existing Preference Shares and holders of New Preference Shares will begin to accrue their entitlement to the Preference Dividend for the next period from the same date, being 30 September 2020.

5. IRREVOCABLE UNDERTAKINGS AND LETTERS OF INTENT IN RESPECT OF THE RE-DESIGNATION AND VOTING IN FAVOUR OF THE RESOLUTIONS

General Meeting and Class Meetings

The Company has received irrevocable undertakings and letters of intent from certain Ordinary Shareholders and Convertible Preference Shareholders to vote in favour of the Re-designation Resolutions as follows:

Irrevocable undertakings

IAML (acting for the Invesco Funds) who, as at 10 July 2020 (being the latest practicable date prior to the publication of this document) is able to control the exercise of all the rights attaching to (i) the 139,678,106 Ordinary Shares held by the Invesco Funds (representing 28.52 per cent. of the existing issued Ordinary Shares); and (ii) the 42,118,860 Convertible Preference Shares held by the Invesco Funds (representing 21.25 per cent. of the existing issued Convertible Preference Shares), has irrevocably undertaken to vote (or procure that all of the votes attaching to such Ordinary Shares and Convertible Preference Shares are voted) in favour of the Re-designation Resolutions.

Quilter who, as at 10 July 2020 (being the latest practicable date prior to the publication of this document) is able to control the exercise of all the rights attaching to (i) 40,404,752 Ordinary Shares (representing 8.25 per cent. of the existing issued Ordinary Shares); and (ii) 93,748,941 Convertible Preference Shares (representing 47.31 per cent. of the existing issued Convertible

Preference Shares), has irrevocably undertaken to vote (or procure that all of the votes attaching to such Ordinary Shares and Convertible Preference Shares are voted) in favour of the Re-designation Resolutions.

Letters of intent

Schroder who, as at 10 July 2020 (being the latest practicable date prior to the publication of this document) is able to control the exercise of all the rights attaching to (i) 59,228,252 Ordinary Shares (representing 12.09 per cent. of the existing issued Ordinary Shares) has signed a letter of intent, pursuant to which Schroder has expressed its intention to vote (or procure, so far as reasonably practicable, that the votes attaching to such Ordinary Shares are voted) in favour of the Re-designation Resolutions.

JO Hambro who, as at 10 July 2020 (being the latest practicable date prior to the publication of this document) is able to control the exercise of all the rights attaching to (i) 53,676,168 Ordinary Shares (representing 10.96 per cent. of the existing issued Ordinary Shares) has signed a letter of intent, pursuant to which JO Hambro has expressed its intention to vote (or procure that all of the votes attaching to such Ordinary Shares are voted) in favour of the Re-designation Resolutions.

6. GENERAL MEETING AND CLASS MEETING

The implementation of the Re-designation requires the approval of the Ordinary Shareholders and, in relation to Resolution 3, the Convertible Preference Shareholders.

Notice of the General Meeting, to be held at the offices of the Company, Second Floor, La Vieille Cour, St. Peter Port, Guernsey GY1 6EH, Channel Islands on 31 July 2020, is set out at the end of the General Meeting Circular, at which the General Meeting Resolutions will be proposed, a summary of which is set out below. Instructions as to how to vote on the Resolutions are contained in the Circulars.

General Meeting Resolutions

1. **Resolution 1.** A special resolution to amend the Articles to include a provision conferring upon the Company the power to re-designate shares of one class as being shares of a different class that carry different rights.
2. **Resolution 2.** A special resolution to amend the Articles to include a provision amending the rights attaching to the Preference Shares so that the consent of Preference Shareholders would be required if the Company were to propose to change the admission to trading of the Preference Shares so that they are no longer admitted to trading on a recognised stock exchange (as defined in section 1005 of the ITA) (the “**Preference Share Amendment**”). In accordance with the rights attaching to the Preference Shares pursuant to the Articles, the Preference Shareholders will be eligible to vote on this resolution.
3. **Resolution 3.** An ordinary resolution to approve the Re-designation. In accordance with the rights attaching to the Convertible Preference Shares pursuant to the Articles, the Convertible Preference Shareholders will be eligible to vote on this resolution.

The full text of each General Meeting Resolution is set out in the Notice of General Meeting at the end of the General Meeting Circular. In the event that either of Resolution 1 or Resolution 3 is not passed, the Re-designation will not proceed.

Notice of the Convertible Preference Shareholder Meeting, to be held at the offices of the Company, Second Floor, La Vieille Cour, St. Peter Port, Guernsey GY1 6EH, Channel Islands on 31 July 2020, is set out at the end of the Convertible Preference Shareholder Circular, at which the Convertible Preference Shareholder Resolution will be proposed, a summary of which is set out below.

Convertible Preference Shareholder Resolution

1. A special resolution to approve the variation of class rights arising as a result of the Re-designation.

The full text of the Convertible Preference Shareholder Resolution is set out in the Notice of Convertible Preference Shareholder Meeting at the end of the Convertible Preference Shareholder Circular. In the event that the Convertible Preference Shareholder Resolution is not passed, the Re-designation will not proceed.

Notice of the Preference Shareholder Meeting, to be held at the offices of the Company, Second Floor, La Vieille Cour, St. Peter Port, Guernsey GY1 6EH, Channel Islands on 31 July 2020, is set out at the end of the Preference Shareholder Circular, at which the Preference Shareholder Resolution will be proposed, a summary of which is set out below.

Preference Shareholder Resolution

1. A special resolution to approve a variation of class rights arising from the Preference Share Amendment.

The full text of the Preference Shareholder Resolution is set out in the Notice of Preference Shareholder Meeting at the end of the Preference Shareholder Circular. The passing of the Preference Shareholder Resolution is not required for the purposes of implementing the Re-designation.

PART 2

INFORMATION ON THE GROUP

1. COMPANY OVERVIEW

The Company was incorporated on 4 July 2005 to invest in the Russian real estate market with a focus on the warehouse sector. The Company was admitted to AIM at that time and raised £153 million through a placing of Ordinary Shares, and a further £310 million in April 2006 through a further Ordinary Share placing.

In March 2009, the Company raised £76.2 million (gross) through a placing of units (each consisting of one Preference Share and one warrant); £75 million of this amount was raised through the issue of units to Invesco. At the same time, the Company commenced the acquisition of Raven Mount, which completed in July 2009. The acquisition was funded by the issue of units to the shareholders of Raven Mount, which valued the entire issued share capital of Raven Mount at £65 million.

In August 2010, following an offer to warrant holders two months earlier to convert certain of their Warrants for Ordinary Shares or a cash payment, the Company successfully moved its Ordinary Shares and warrants from trading on AIM to listing on the Official List.

In July 2011, following satisfaction of the requirement in the Listing Rules that not less than 25 per cent. of the Preference Shares be held in “public hands” (as such term is defined in Listing Rule 14.2.2R), the Company successfully moved its Preference Shares from trading on AIM to a standard listing on the Official List.

In June 2012, the Company raised a further £65 million through a placing of Preference Shares. At the same time, the Company completed the acquisition of Pushkino Logistics Park for a consideration of approximately US\$215 million.

In December 2013, the Company completed a Preference Share conversion where 97 million Preference Shares were converted to 194.8 million Ordinary Shares.

In June 2016, the Company completed a secondary listing of its Ordinary Shares, Preference Shares and warrants on the official list of TISE.

In July 2016, the Company raised £108.7 million through a placing of Convertible Preference Shares with a listing on the official list of TISE.

In July 2017, the Company raised a further £102.3 million through an additional placing of Convertible Preference Shares.

In August and September 2018, the Company completed secondary listings of its Ordinary Shares on the Johannesburg Stock Exchange and the Moscow Stock Exchange.

In August 2019, the Company repurchased 72,144,978 of its Ordinary Shares from the Woodford Funds managed by WIM and 17,000,000 of its Ordinary Shares from the Invesco Funds and EIT. The purchase price for each repurchase was 36p per Ordinary Share.

2. THE BUSINESS

The Company’s strategy is to invest, for the long term, in warehouse properties in Russia that offer the prospect of attractive returns to its investors. The Group will continue to seek such property opportunities, either for direct investment by entities within the Group or investment with co-investment partners.

As at 31 December 2019, the Group had completed investment properties with a market value of £1,354.5 million, additional phases of existing properties with a market value of £30.8 million and a land bank of £2.7 million.

The completed Grade A warehouse investment properties are located in five cities in Russia: Moscow; Saint Petersburg; Rostov on Don; Novosibirsk; and Nizhny Novgorod, with a gross lettable area of 1.9 million sq m. as at 31 December 2019. The Group also holds 49,000 sq m of commercial office space in Saint Petersburg.

The geographical split of value of the completed investment portfolio at 31 December 2019 was: Moscow £945.3 million; Saint Petersburg £237.8 million; and other regional cities £171.4 million. Assets under construction and additional phases of existing properties comprise sites in Moscow, Rostov on Don and Nizhny Novgorod. The land bank held for development included land in Moscow and Saint Petersburg and other regional Russian cities.

3. PROPERTY VALUATION POLICY

The Company has appointed Jones Lang LaSalle (“JLL”) as property valuers to prepare valuations on a semi-annual basis. For the purposes of this Prospectus the Company has engaged JLL to undertake an additional valuation as at 31 May 2020, appearing in Part 6 of this document. Valuations are undertaken in accordance with the appropriate sections of the current practice statements contained in the RICS Valuation – Global Standards. This is an internationally accepted basis of valuation. The Directors assess the value of investment property based on these valuations. Gains or losses arising from changes in the fair value of investment property are included in the income statement in the period in which they arise.

4. TENDER OFFERS IN RESPECT OF ORDINARY SHARES DURING 2019

- 4.1 The Company typically makes interim and final distributions in respect of the Ordinary Shares by way of tender offer buybacks of such Ordinary Shares.
- 4.2 The amount paid and proposed to be paid per Ordinary Share in respect of the Company’s tender offers in lieu of a dividend in respect of the financial year ended 31 December 2019, was as follows:

	Year ended 31 December 2019
Tender offer per Ordinary Share in lieu of interim (paid) dividend	1.25p
Tender offer proposed per Ordinary Share in lieu of final (deferred) dividend ⁽¹⁾	2.25p

Notes:

- (1) As announced by the Company on 5 June 2020, the global trading environment has significantly changed over the past few months due to the unprecedented challenges presented by the coronavirus pandemic and its long term impact on the market remains unclear. In light of this, the Board announced that the timing and structure for the distribution in lieu of a final dividend will be determined at a later date when market volatility has calmed down.

5. DIVIDENDS ON PREFERENCE SHARES

The Preference Shareholders are entitled to be paid the Preference Dividend and the holders of the Preference Shares shall rank for dividends in priority to the holders of any other class of shares of the Company (save for any Further Preference Shares). The holders of the Preference Shares shall not be entitled to participate in any further dividends or bonus share issue of the Company.

Cumulative Preference Dividends accrue from day to day on the Preference Shares at a rate of 12p per annum and are payable quarterly in equal instalments in arrears on 31 March, 30 June, 30 September and 31 December in each year. The amount of dividend per Preference Share paid in respect of the financial year ended 31 December 2019 amounted to 12p per Preference Share.

6. DIVIDENDS ON CONVERTIBLE PREFERENCE SHARES

Cumulative Convertible Preference Dividends accrue from day to day on the Convertible Preference Shares at a rate of 6.5p per annum and are payable quarterly in equal instalments in arrears on 31 March, 30 June, 30 September and 31 December in each year. The amount of dividend per Convertible Preference Share paid in respect of the financial year ended 31 December 2019 amounted to 6.5p per Convertible Preference Share.

7. FINANCING OF THE GROUP

To date the Group has financed the acquisition and construction of its portfolio through a combination of equity, preference shares and debt finance. The debt facilities are secured on the Group's properties.

The term facilities mature on dates ranging from December 2023 to March 2027, with the exception of one facility of £21 million, maturing in the next 12 months. The Group is in the process of extending this facility. The non-recourse nature of the banking facilities protects the remainder of the Group from default on any one facility.

All existing facilities are fully drawn.

8. TAXATION

The policy of the Group will be to continue to manage and operate each Group company in a way that is intended to ensure that it is resident for tax purposes only in the jurisdiction in which it is incorporated or domiciled and that it has no taxable permanent establishments or other taxable presence in any other jurisdiction, other than in the case of those companies providing advisory and staff services which may have permanent establishments in Russia or the UK. In particular, the Group intends to try to ensure, following advice, that any activities of the Company or other Group companies carried out in Russia will not create permanent establishments in Russia that could lead to reliefs under the Cyprus-Russia treaty being withdrawn or other Russian tax exemptions not being available.

9. RUSSIAN PROPERTY MARKET OVERVIEW AND TRADING UPDATE

Although the long term impact of the coronavirus pandemic on the Russian market is as yet unknown, the Group's warehouse properties have continued to operate throughout the crisis. This is, in most part, due to logistics networks being an essential part of the supply chain, allowing supermarkets, their suppliers and e-commerce arms to operate during lockdown. The Russian government has introduced compulsory rental deferral schemes, mostly targeted at the non-essential retail and hospitality industries, which have not had a significant impact on the portfolio but we continue to work with all tenants who may have difficulties in meeting rental payments. Our principal markets of Moscow and Saint Petersburg have now eased lockdown restrictions but Russia continues to record some of the highest rates of infection globally and the risk of renewed restrictive measures must remain a possibility.

The Group has been fortunate enough to continue to record good recovery rates in rent collection due to the quality of our tenant profile and the large proportion that have continued to operate during lockdown restrictions. The warehouse portfolio is 93% let today and rent collections have averaged over 96% each month since March. 3% of rentals due have been deferred for tenants who have been hardest hit by the crisis and 1% is overdue. Occupancy across the Moscow market, the most important for the Company, has remained high and agents are not forecasting any significant change in the vacancy rate at the year end, which is predicted to be less than 5%. Rental levels for dry warehouse space remain in the region of RUB4,000 – RUB4,100 per sqm and demand appears to remain strong, with a number of large occupiers looking for space to enhance and expand their supply chains. New speculative development is expected to be below forecasts as a result of the coronavirus pandemic, further reducing the options for tenants wanting to expand today. However, the Group's leasing expectations have been tempered for the remainder of the year and for the

2021 financial year on the assumption that some sectors will postpone investment and expansion decisions. The potentially positive impact of this crisis on the market is acceleration in the move to e-commerce supply chains with a marked increase in demand evident in that area.

The Group's property portfolio has been independently valued by JLL as at 31 May 2020 and shows no material movement on the underlying Rouble values compared to 31 December 2019. The investment market has been understandably quiet in the first half of the year but the reduction in the key rate of 150bps in the year to date by the Central Bank of Russia, including a 100bps cut in June, should provide impetus for values to increase assuming investor demand returns.

The conditional agreement entered into by the Company on 12 December 2019 (as amended by deeds of amendment dated 11 March 2020 and 23 April 2020, respectively) for the off-market purchase of 42,118,860 of the Company's Convertible Preference Shares from IAM (acting as agent for its underlying funds, IHIF and IIF) will lapse with effect from 31 July 2020. The Company will re-assess the purchase agreements between the Company and IAM in respect of the purchase by the Company of 139,678,106 Ordinary Shares and 41,803,518 Preference Shares as market conditions settle and will make an announcement in this regard when appropriate.

As explained in the Company's 2019 results announcement and its circular to Ordinary Shareholders in respect of its 2020 annual general meeting, the Board intends to make a final distribution in respect of the year ended 31 December 2019 of 2.25p per Ordinary Share by way of a tender offer buyback of Ordinary Shares. The Company also explained that it was reviewing that position as a result of the uncertainty created by the coronavirus pandemic and hoped to be in a position to update the market on the issue at the time it publishes its half year results in August 2020. This remains the case. At such time the Company hopes also to notify the market as to whether it intends to make an interim distribution in respect of the 6 month period ended 30 June 2020 (again by way of a tender offer buyback of Ordinary Shares) and/or whether it will combine such interim distribution with the final distribution in respect of the year ended 31 December 2019.

PART 3

FINANCIAL INFORMATION ON THE GROUP

The audited financial statements of the Group for the year ended 31 December 2019 which were issued on 15 March 2020 are incorporated by reference into this document (as referred to on page 91 below).

The audited financial statements for the year ended 31 December 2019 were prepared in accordance with International Financial Reporting Standards as adopted by the European Union.

PART 4

UNAUDITED PRO FORMA FINANCIAL INFORMATION

SECTION 1: UNAUDITED PRO FORMA FINANCIAL INFORMATION

The unaudited pro forma financial information has been prepared to illustrate the effect of the proposed Re-designation of all Convertible Preference Shares to New Ordinary Shares and New Preference Shares of the Company on: (i) the Group's balance sheet as at 31 December 2019 as if the Re-designation had taken place on 31 December 2019; and (ii) on the Group's income statement for the year ended 31 December 2019 as if the Re-designation had taken place on 1 January 2019.

The unaudited pro forma financial information of the Group has been prepared for illustrative purposes only and, because of its nature, the hypothetical financial position or results included in the pro forma financial information may differ from the Group's actual financial position or results.

The unaudited pro forma balance sheet and pro forma income statement have been compiled on a basis consistent with the accounting policies adopted by the Company in preparing its consolidated financial statements for the year ended 31 December 2019, and prepared on the basis of the notes set out below and in accordance with sections 1 and 2 of Annex 20 of the Commission Delegated Regulation (EU) 2019/980.

Shareholders should read the whole of this Prospectus and not just rely on the summarised financial information set out in this Part 4 (Unaudited Pro Forma Financial Information).

Ernst & Young LLP's report on the unaudited pro forma financial information is set out in Section 2 of this Part 4 (*Unaudited Pro Forma Financial Information*).

UNAUDITED PRO FORMA GROUP BALANCE SHEET

	Audited Group Balance Sheet as at 31 December 2019 Note 1 £'000	Proposed Re-designation of Convertible Preference Shares Note 2 £'000	Pro Forma Group Balance Sheet Note 3 £'000
Non-current assets			
Investment property	1,337,682	–	1,337,682
Investment property under construction	33,846	–	33,846
Plant and equipment	6,150	–	6,150
Investment in joint ventures	189	–	189
Other receivables	3,414	–	3,414
Derivative financial instruments	2,621	–	2,621
Deferred tax assets	24,290	–	24,290
	<u>1,408,192</u>	<u>–</u>	<u>1,408,192</u>
Current assets			
Inventory	358	–	358
Trade and other receivables	41,595	–	41,595
Cash and short term deposits	68,138	(1,045)	67,093
	<u>110,091</u>	<u>(1,045)</u>	<u>109,046</u>
Total assets	<u>1,518,283</u>	<u>(1,045)</u>	<u>1,517,238</u>

	Audited Group Balance Sheet as at 31 December 2019 Note 1 £'000	Proposed Re-designation of Convertible Preference Shares Note 2 £'000	Pro Forma Group Balance Sheet Note 3 £'000
Current liabilities			
Trade and other payables	51,691	–	51,691
Interest bearing loans and borrowings	60,173	–	60,173
	<u>111,864</u>	<u>–</u>	<u>111,864</u>
Non-current liabilities			
Interest bearing loans and borrowings	623,168	–	623,168
Preference shares	110,324	136,946	247,270
Convertible preference shares	217,482	(217,482)	–
Other payables	18,623	–	18,623
Deferred tax liabilities	71,024	–	71,024
	<u>1,040,621</u>	<u>(80,536)</u>	<u>960,085</u>
Total liabilities	<u>1,152,485</u>	<u>(80,536)</u>	<u>1,071,949</u>
Net assets	<u>365,798</u>	<u>79,491</u>	<u>445,289</u>
Equity			
Share capital	4,898	1,210	6,108
Share premium	51,463	38,675	90,138
Own shares held	(4,582)	(452)	(5,034)
Convertible preference shares	11,212	(11,212)	–
Capital reserve	(234,519)	–	(234,519)
Translation reserve	28,188	–	28,188
Retained earnings	509,138	51,270	560,408
Total equity	<u>365,798</u>	<u>79,491</u>	<u>445,289</u>
	No.	No.	No.
Number of ordinary shares	489,746,016	121,046,430	610,792,446
Less number of own shares held	(8,918,186)	(1,372,601)	(10,290,787)
	<u>480,827,830</u>	<u>119,673,829</u>	<u>600,501,659</u>
Basic net asset value per ordinary share (pence)	76		74

Notes:

- (1) The balance sheet of the Group has been extracted without material adjustment from the audited consolidated financial statements of the Group for the year ended 31 December 2019, which are incorporated by reference as referred to on page 91 of this document.
- (2) The proposed Re-designation of all Convertible Preference Shares into Ordinary Shares and Preference Shares will result in 121,046,430 New Ordinary Shares and 115,913,650 New Preference Shares and the elimination in full of the Group liability for the Convertible Preference Shares. This adjustment reflects:
 - (a) an increase in Preference Shares liability of £136.9 million being 115,913,650 New Preference Shares at their fair value on admission, which for the pro forma financial information has been estimated using the closing price of 119.50p for the Preference Shares on 10 July 2020 (being the latest practicable date prior to the publication of this document) less the fair value of the 1,314,398 New Preference Shares that will be held by

- the Company's Employment Benefit Trust following Re-designation of the Convertible Preference Shares it holds;
- (b) the elimination in full of the carrying value of the liability for Convertible Preference Shares, as at 31 December 2019, of £217.5 million;
 - (c) an increase in share capital and share premium of £39.9 million in respect of the 121,046,430 New Ordinary Shares at their fair value on admission, which for the pro forma financial information has been estimated using the closing price of 32.95p for the Ordinary Shares on 10 July 2020 (being the latest practicable date prior to the publication of this document). The increase in share capital reflects the nominal value of the New Ordinary Shares and the remainder of the fair value has been allocated to share premium;
 - (d) an increase in own shares of £0.5 million in respect of the fair value of the 1,372,601 New Ordinary Shares that will be held by the Company's Employee Benefit Trust following the Re-designation of the Convertible Preference Shares it holds;
 - (e) a reduction in cash in relation to the transaction costs for the Re-designation which are expected to total £1.0 million; and
 - (f) an increase in retained earnings comprising a gain on elimination of the Convertible Preference Share liability of £41.1 million (being the difference between the carrying value of the Convertible Preference Share liability and the fair value of the New Ordinary Shares and New Preference Shares, net of amounts in respect of the Employee Benefit Trust), less transaction costs expensed as set out in (e) above and a transfer from Convertible Preference Share reserve of £11.2 million.
- (3) No adjustment has been made to reflect any change in the Group's financial position or trading since 31 December 2019.

UNAUDITED PRO FORMA GROUP INCOME STATEMENT

	Audited Group Income Statement for the year ended 31 December 2019 Note 1 £'000	Proposed Re-designation of Convertible Preference Shares Note 2 £'000	Pro Forma Group Income Statement Note 3 £'000
Gross revenue	175,373	–	175,373
Property operating expenditure and cost of sales	(48,869)	–	(48,869)
Net rental and related income	126,504	–	126,504
Administrative expenses	(25,433)	(1,045)	(26,478)
Share based payments and other long term incentives	(5,468)	–	(5,468)
Foreign currency profits	27,462	–	27,462
Share of profits of joint ventures	792	–	792
Profit on disposal of joint ventures	490	–	490
Unrealised profit on revaluation of investment property	47,820	–	47,820
Unrealised profit on revaluation of investment property under construction	451	–	451
Operating profit	172,618	(1,045)	171,573
Finance income	2,011	–	2,011
Finance expense	(109,570)	5,979	(103,591)
Profit on cancellation of convertible preference shares	–	41,103	41,103
Profit before tax	65,059	46,037	111,096
Tax	(19,041)	–	(19,041)
Profit for the year	46,018	46,037	92,055

Notes:

- (1) The income statement of the Group has been extracted without material adjustment from the audited consolidated financial statements of the Group for the year ended 31 December 2019, which are incorporated by reference as referred to on page 91 of this document.
- (2) The proposed Re-designation reflects:
 - (a) an increase in administrative expenses of £1.0 million in relation to the transaction costs for the Re-designation;
 - (b) a reduction in finance expense of £6.0 million comprising a saving of interest expense on Convertible Preference Shares of £19.7 million and additional interest expense on Preference Shares of £13.7 million; and
 - (c) a profit on cancellation of Convertible Preference Share liability of £41.1 million (being the difference between the carrying value of the Convertible Preference Share liability and the fair value of the New Ordinary Shares and New Preference Shares, net of amounts in respect of the Employee Benefit Trust).
- (3) No adjustment has been made to reflect any change in the Group's financial position or trading since 31 December 2019.

SECTION 2: ACCOUNTANT'S REPORT ON THE UNAUDITED PRO FORMA FINANCIAL INFORMATION

The Directors
Raven Property Group Limited
2nd Floor,
La Vieille Cour,
St. Peter Port,
Guernsey GY1 6EH
Channel Islands

14 July 2020

Dear Sirs

We report on the pro forma financial information (the "Pro Forma Financial Information") set out in Section 1 of Part 4 of the Prospectus dated 14 July 2020, which has been prepared on the basis described in the notes to the Pro Forma Financial Information, for illustrative purposes only, to provide information about how the re-designation of all convertible preference shares to new ordinary shares and new preference shares of the Company might have affected the financial information presented on the basis of the accounting policies adopted by Raven Property Group Limited in preparing the financial statements for the period ended 31 December 2019. This report is required by Section 3 of Annex 20 of Commission Delegated Regulation (EU) 2019/980 and is given for the purpose of complying with that section and for no other purpose.

Save for any responsibility arising under Prospectus Regulation Rule 5.3.2R (2)(f) to any person as and to the extent there provided, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with item 1.3 of Annex 3 to Commission Delegated Regulation (EU) 2019/980, consenting to its inclusion in the Prospectus.

Responsibilities

It is the responsibility of the directors of Raven Property Group Limited to prepare the Pro Forma Financial Information in accordance with Sections 1 and 2 of Annex 20 of Commission Delegated Regulation (EU) 2019/980.

It is our responsibility to form an opinion, as required by Section 3 of Annex 20 of the Commission Delegated Regulation (EU) 2019/980, as to the proper compilation of the Pro Forma Financial Information and to report that opinion to you.

In providing this opinion we are not updating or refreshing any reports or opinions previously made by us on any financial information used in the compilation of the Pro Forma Financial Information, nor do we accept responsibility for such reports or opinions beyond that owed to those to whom those reports or opinions were addressed by us at the dates of their issue.

Basis of opinion

We conducted our work in accordance with the Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. The work that we performed for the purpose of making this report, which involved no independent examination of any of the underlying financial information, consisted primarily of comparing the unadjusted financial information with the source documents, considering the evidence supporting the adjustments and discussing the Pro Forma Financial Information with the directors of Raven Property Group Limited.

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

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

Opinion

In our opinion:

- the Pro Forma Financial Information has been properly compiled on the basis stated; and
- such basis is consistent with the accounting policies of Raven Property Group Limited.

Declaration

For the purposes of Prospectus Regulation Rule 5.3.2R (2)(f) we are responsible for this report as part of the prospectus and declare that, to the best of our knowledge, the information contained in this report is in accordance with the facts and that the report contains no omission likely to affect its import. This declaration is included in the prospectus in compliance with item 1.2 of Annex 3 of Commission Delegated Regulation (EU) 2019/980.

Yours faithfully

Ernst & Young LLP

PART 5

PROPERTY PORTFOLIO

SECTION 1: SUMMARY OF INVESTMENT PROPERTY PORTFOLIO

Property	Ownership Status	Land plot ha	GLA, sqm ('000s)	Occupancy ⁽²⁾
Grade A Warehouse				
Sever, Moscow	Freehold	49	254.2	92%
Pushkino, Moscow	Freehold	35	214.3	96%
Istra, Moscow	Freehold	33	206.2	98%
Noginsk, Moscow	Freehold	44	203.8	86%
Klimovsk, Moscow	Freehold	26	157.8	93%
Shushary, St Petersburg	Freehold	26	148.0	100%
Novosibirsk	Freehold	18	120.9	97%
Krekshino, Moscow	Freehold	22	118.8	41%
Rostov-on-Don	Freehold	19	101.5	93%
Gorogo, St Petersburg	Freehold	19	88.5	95%
Nova Riga, Moscow	Freehold/leasehold	13	68.2	70%
Volga, Nizhny Novgorod	Freehold	11	64.5	100%
Lobnya, Moscow	Freehold	10	52.1	88%
Sholokhovo, Moscow	Freehold	7	45.6	100%
Pulkovo, St Petersburg	Freehold	5	36.8	85%
Southern, Moscow	Leasehold	2	14.1	80%
Subtotal		339	1,895.3	93%
Office				
Kellermann	Freehold	2	22.1	87%
Constanta	Freehold	1	15.8	100%
Primium	Freehold	–	11.4	96%
Total		342	1,944.6	93%

Notes:

(1) All properties are wholly-owned by the Group.

(2) As at 30 June 2020.

SECTION 2: FURTHER INFORMATION ON INVESTMENT PROPERTY PORTFOLIO

Property Name

Location, Description, Tenure & Tenancy

1. Sever

The Class A warehouse scheme is located 0.5 km from the “Betonka” A-107, 5 km from the Leningradskoe highway, 1.5 km from the New Leningradskoe highway and the proposed CKAD, approximately 35 km from the MKAD before the exit to Pushkino city in the north-western part of Moscow Region.

The contracted rent is RUB1,128,910,000 from multiple tenants including X5, OBI, O’Key and Miratorg, on leases expiring between October 2020 and October 2032.
2. Pushkino

The Class A warehouse scheme is located on the Yaroslavskoe Highway, approximately 15 km from the MKAD before the exit to Pushkino city in the north-eastern part of Moscow Region.

The contracted rent is RUB795,147,000 from multiple tenants including DHL Logistics, Itella, Makita and Megapolis, on leases expiring between July 2020 and December 2025.
3. Istra

The Class A warehouse scheme is located directly adjacent to the New Riga highway, approximately 50 km from Moscow city centre, 41 km from MKAD and 8 km from the Betonka A 107 motorway.

The contracted rent is RUB1,421,657,000 from multiple tenants including Bacardi, DSV, Major Terminal, Gorodskoi Supermarket and Danom, on leases expiring between June 2020 and July 2027.
4. Noginsk

The Class A warehouse scheme is located in the Noginsk district of the Moscow region approximately 55 km from the city centre, 44 km from the MKAD and 3 km outside the Betonka A107 motorway. Access to the site is from the Volga highway, which links Moscow to Nizhniy Novgorod. A rail spur serves the site.

The contracted rent is RUB1,421,355,000 from multiple tenants including Cotton Club, X5, ID Logistics and Dixi Ug, on leases expiring between June 2020 and November 2031.
5. Klimovsk

The Class A warehouse scheme is located to the south of Moscow, approximately 21 km from the MKAD in the town of Klimovsk. The project is a short distance from the M2 Simferopolskoye highway, a major route to the south of Moscow.

The contracted rent is RUB776,323,000 from multiple tenants including Accordpost, Danone, TM-Project, Sladkaya Zhizn, Mir Instrumenta and Gates, on leases expiring between July 2020 and November 2029.

Property Name	Location, Description, Tenure & Tenancy
6. Shushary	<p>The Class A warehouse scheme is located in the Shushary District of Saint Petersburg, approximately 15 km south of the city centre and 5 km from the Saint Petersburg ring road (KAD) on a motorway linking Saint Petersburg to Moscow.</p> <p>The contracted rent is RUB903,457,000 from multiple tenants including Dixi Ug, Access Business Group, Vse Instrumenty, Officemag SPb and BBraun, on leases expiring between February 2021 and June 2025.</p>
7. Novosibirsk	<p>The Class A warehouse scheme is located on Petukhova Street in the south of the city of Novosibirsk, close to M51 highway to Moscow with a rail spur serving the site.</p> <p>The contracted rent is RUB563,806,000 from multiple tenants including Pepsi Co, Sportmaster, Electrosystem, and Wildberries, on leases expiring between August 2020 and June 2026.</p>
8. Krekshino	<p>The Class A warehouse scheme is located in Moscow about 40 km to the south west of the city centre, 24 km from MKAD, between the Minsk and Kiev highways. Vnukovo airport, one of the largest airports in Moscow, which has both passenger and freight terminals, is located within 15 km of the property.</p> <p>The contracted rent is RUB466,090,000 from multiple tenants including Wildberries, D Distribution (Diageo) and S-Import, on leases expiring between October 2020 and August 2027.</p>
9. Rostov on Don	<p>The Class A warehouse scheme is located on the Federal Highway M4 approximately 10 km from the city centre and 7 km from the airport.</p> <p>The contracted rent is RUB437,813,000 from multiple tenants including Auchan, Electrosystem, KDV Group, FM Logistic RUS, Mir instrumenta and Mars, on leases expiring between February 2021 and November 2024.</p>
10. Gorigo	<p>The Class A warehouse scheme is located 18 km from the city centre in the south of Saint Petersburg, 2 km away from the Saint Petersburg Ring Road and Volkhonskoe and Tallinskoye highway intersection, which provides convenient and fast access to every Saint Petersburg district, as well as Pulkovo International Airport and Saint Petersburg Sea Port.</p> <p>The contracted rent is RUB340,146,000 from multiple tenants including Schenker, Logisan, DNS Retail, Major Terminal and Torgovy Dom Severo-Zapadny, on leases expiring between June 2020 and June 2025.</p>
11. Nova Riga	<p>The Class A warehouse scheme is located to the west of Moscow in the Istrinsky District of the Moscow Region, close to Novorizhskoe highway, approximately 25 km from MKAD and 5 km from A107 highway.</p> <p>The contracted rent is RUB201,684,000 from multiple tenants including BGLC, Pernod Ricard Rus, Maunfeld and ORB, on leases expiring between June 2021 and April 2027.</p>

Property Name	Location, Description, Tenure & Tenancy
12. Volga	<p>The Class A warehouse scheme is located along the federal highway M-7 "Volga" (Moscow-Kazan-Ufa) 7km to the south east of Nizhniy Novgorod in the Kstovo settlement.</p> <p>The contracted rent is RUB377,203,000 from two tenants – X5 and Bristol, on leases expiring in March 2026 and May 2028.</p>
13. Lobnya	<p>The Class A warehouse scheme is located on the Rogachevskoye highway located approximately 35 km to the north of the city centre, 20 km from the MKAD and 10 km north-east of Sheremetyevo airport.</p> <p>The contracted rent is RUB345,430,000 from multiple tenants including Nippon Express and ProStore (Must) on leases expiring between December 2020 and June 2025.</p>
14. Sholokhovo	<p>The Class A warehouse complex is located in Mytishchinsky District of the Moscow Region, on Dmitrovskoe highway, approximately 16 km from the MKAD.</p> <p>The contracted rent is RUB151,382,000 from multiple tenants including Perspektiva and BVK Group, on leases expiring between September 2023 and March 2025.</p>
15. Pulkovo	<p>The Class A warehouse scheme is located to the south of the city centre on Pulkovskoe highway forming part of the Finland-Russia-Ukraine corridor and in close proximity to the Ring Road (KAD) and 2 km from Pulkovo International airport.</p> <p>The contracted rent is RUB153,967,000 from multiple tenants including OSG Records, SKL, UPM Kymmene and Edil Import, on leases expiring between September 2021 and February 2024.</p>
16. Southern	<p>The Class A warehouse is located in an industrial area of the Southern administrative district of Moscow, approximately 10 km from the city centre, around 1 km from the Varshavskoye highway and 5 km from MKAD.</p> <p>The contracted rent is RUB57,191,000 from multiple tenants including L'Occitane, A&D Rus, Lindex and Fulexpro, on a number of leases expiring between June 2020 and June 2025.</p>
17. Kellermann	<p>The Class B+ business center is located in the Admiralteysky District of Saint Petersburg. The property consists of three buildings.</p> <p>The contracted rent is RUB264,274,000 from multiple tenants including Melon Fashion Group, VNII Galurgii AO and Baltic Leasing, on leases expiring between June 2020 and November 2029.</p>
18. Primium	<p>The stand-alone Class A office building is located in the northern part of Saint Petersburg, within the rapidly developing area of Primorskiy District, with the new Gazprom headquarters located nearby.</p>

Property Name**Location, Description, Tenure & Tenancy**

The contracted rent is RUB169,369,000 from multiple tenants including YIT SPb, Valio, PIK Group and SPB Telecom (Tele-2), on leases expiring between April 2021 and September 2024.

19. Constanta

The stand-alone Class B+ office building is located on Leninskiy Prospect in the Moskovskiy district of Saint Petersburg, approximately 8 km to the south of the city centre. The property is a modernised administrative building, which was converted in 2005 to provide an eight storey, self-contained office building.

The entire building is let to LenEnergO on a lease expiring in April 2022. The contracted rent is RUB187,610,000.

SECTION 3: INVESTMENT PROPERTY UNDER CONSTRUCTION

Investment property under construction comprises additional phases of completed property and the land bank, consistent with the Group's annual audited financial statements for the year ended 31 December 2019 incorporated by reference into this document.

(a) ***Potential Additional Phases Adjacent to Completed Property***

Noginsk (Phase 2b and 3)	27 ha	Freehold
Rostov on Don (Phase 2)	27 ha	Freehold
Nova Riga (Phase 2 and 3)	25 ha	Freehold and leasehold
Volga (Phase 2)	22 ha	Freehold

(b) ***Land Bank***

Project	Land Plots	Ownership
Nizhny Novgorod	44 ha	Freehold
Omsk	19 ha	Freehold
Omsk II	9 ha	Freehold

PART 6

PROPERTY VALUATION REPORT ON THE GROUP



Raven Property Group Limited

Valuation of Properties in Russia

14 July 2020

Raven Property Group Limited
PO Box 522, 2nd Floor,
La Vieille Cour, St. Peter Port,
Guernsey,
GY1 6EH
Channel Islands

14 July 2020

Dear Sirs

RAVEN PROPERTY GROUP LIMITED

VALUATION OF PROPERTIES

In accordance with our engagement agreement, contract number RU10039, with Raven Property Group Limited (the "Company"), we, Jones Lang LaSalle LLC, Chartered Surveyors, have considered the properties referred to in the attached schedule forming Appendix 1 (the "Schedule"), in order to advise you of our opinion of the Market Value (as defined below) of the freehold or part freehold and part leasehold interests (as appropriate) of the Company in each of these properties (the "Properties").

Purpose of Valuation

We understand that this valuation report and the attached Schedule (together, the "Valuation Report") is required for inclusion in a prospectus to be published in connection with the proposed admission of ordinary shares and preference shares in the Company to the premium segment and standard segment, respectively, of the official list of the Financial Conduct Authority and to trading on the Main Market of the London Stock Exchange.

The effective date of valuation is 31 May 2020.

Comparison to December 2019 Valuation

We have reviewed the portfolio and consider that any changes in value that may have occurred during the period from 31 December 2019, being the date of the Company's latest published accounts, and 31 May 2020, being the effective valuation date of this report, are not material and reflect changes in market conditions.

Compliance

We confirm that our valuation and report has been prepared in accordance with the current RICS Valuation – Global Standards published by the Royal Institution of Chartered Surveyors and effective from 31 January 2020 and complies with the Prospectus Regulation Rules sourcebook of the Financial Conduct Authority (the "Prospectus Regulation Rules") and paragraphs 128-130 of the ESMA update of the CESR recommendations for the consistent implementation of the European Commission Regulation (EC) No 809/2004 implementing the Prospective Directive (ESMA/2013/319).

In accordance with the RICS Red Book requirements on disclosure for regulated purpose valuations, we confirm that:

- The fee income JLL received from the Company in the last financial year did not exceed 5% of the total fee income of JLL in the last financial year.
- JLL has been appointed as External Valuer to the Company since 2007.

Basis of Valuation and Assumptions

We confirm that the valuations have been carried out on the basis of Market Value in accordance with the appropriate sections of the current Practice Statements contained within the RICS Valuation – Global Standards 2020 (the “Red Book”) effective from 31 January 2020.

Market Value is defined as:

‘The estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm’s length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion’.

In arriving at our opinions of Market Value we have also arrived at our opinions of current estimated net annual rent. These are assessed on the assumption that they are the best rent at which a new letting of an interest in property would have been completed at the date of valuation assuming:

- (i) a willing landlord;
- (ii) that prior to the date of valuation there had been a reasonable period (having regard to the nature of the property and the state of the market) for the proper marketing of the interest, for the agreement of the price and terms and for the completion of the letting;
- (iii) that the state of the market, levels of value and other circumstances were, on any earlier assumed date of entering into an agreement for lease, the same as on the valuation date;
- (iv) that no account is taken of any additional bid by a prospective tenant with a special interest;
- (v) that where relevant the length of term and principal conditions assumed to apply to the letting and other tenant’s terms are the same as those set out in the rent review clause contained in the occupational lease which we confirm are not exceptionally onerous or beneficial for letting of the type and class of the subject property and;
- (vi) that both parties to the transaction had acted knowledgeably, prudently and without compulsion.

We confirm that our valuation is consistent with the requirements of IFRS 13, in particular with the IFRS 13.27 which assumes ‘the fair value measurements of non-financial assets take into account a market participant’s ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use’.

In terms of the investment assets: Southern, Krekshino, Istra, Lobnya, Klimovsk, Noginsk I, IIa and IIIa, Sholokhovo, Shushary, Pulkovo, Novosibirsk, Constanta, Pushkino, Nova Riga I, Rostov on Don I, Gorigo, Kellerman, Primium, Logopark Sever-2 and Volga Logistic Park we confirm that the current use of each of those assets reflects its highest and best use.

In terms of the properties held for development: Nova Riga II and III, Noginsk IIb and IIIb as well as Rostov-on-Don II and Volga Logistic Park II we confirm that the proposed use of the each of those assets upon construction completion reflects its highest and best use.

We confirm that the Market Value for each of the asset is estimated by us on the basis of our judgment of the highest and best use of each of those assets.

Status of Valuer

We confirm that we have undertaken the valuations acting as External Valuers, as defined in the Red Book, qualified for the purpose of the valuation and as independent experts for the purposes of paragraph 130(i) of the ESMA update of CESR’S recommendations for the consistent implementation of the European Commission Regulation (EC) No. 809/2004 implementing the

Prospectus Directive. Our valuation has been prepared in accordance with our General Principles in Appendix 2 of this report.

Disclosure

The member of the Royal Institution of Chartered Surveyors (the “RICS”) signing this report has previously been the signatory to valuations provided to the Company for the purposes of company accounts reporting in accordance with IFRS regulations and loan security valuations, for the period of less than seven years.

Jones Lang LaSalle LLC has periodically provided other professional or agency services to the Company and has done so for a period of over five years.

Date of Valuation and Inspections

As part of our ongoing valuation of the portfolio, each of the properties is inspected on a rolling basis over a two-year period. Due to travel restrictions imposed as a result of the global pandemic it has not been possible to inspect the Novosibirsk property as scheduled in spring 2020. We have been assured by the Company that there have been no physical changes to the Novosibirsk property since the date of the last inspection of this property. We set out below the dates of inspection of the Properties:

Properties	Date of Inspection
Krekshino, Moscow	1 August 2019
Southern, Moscow	28 February 2020
Istra, Moscow	20 November 2019
Lobnya, Moscow	26 February 2020
Klimovsk, Moscow	1 August 2019
Noginsk, Moscow	3 July 2019
Sholokhovo, Moscow	26 February 2020
Pushkino, Moscow	26 February 2020
Nova Riga, Moscow	20 November 2019
Logopark Sever-2, Moscow	26 February 2020
Shushary, St Petersburg	30 October 2019
Pulkovo, St Petersburg	10 September 2019
Gorogo, St Petersburg	26 February 2020
Rostov on Don	1 October 2019
Novosibirsk	1 March 2018
Volga Logistic Park, N. Novgorod	11 February 2019
Constanta, St. Petersburg	26 February 2020
Kellerman, St. Petersburg	28 February 2020
Primium, St. Petersburg	28 February 2020

Two of the properties we inspected are part freehold and part leasehold tenure and seventeen are of freehold tenure.

Assumptions and Sources of Information

An assumption is stated in the Glossary to the Red Book to be a “supposition taken to be true” (“assumption”). Assumptions are facts, conditions or situations affecting the subject of, or approach to, a valuation that, by agreement, need not be verified by a Valuer as part of the valuation process. In undertaking our valuations, we have made a number of assumptions and have relied on certain sources of information. Where appropriate, the Company’s advisers have confirmed that our assumptions are correct so far as they are aware. We believe that the assumptions we have made are reasonable, taking into account our knowledge of the properties, and the contents of reports made available to us.

It follows that we have made an assumption that details of all matters likely to affect value within their collective knowledge such as prospective lettings, outstanding requirements under legislation and planning decisions have been made available to us and that the information is up to date.

Shushary, Constanta, Rostov on Don, Lobnya, Pulkovo, Noginsk, Istra, Krekshino, Novosibirsk, Sholokhovo, Klimovsk, Pushkino, Nova Riga I, Nova Riga II, partly Nova Riga III, Gorigo, Kellerman, Primium, Logopark Sever-2 and Volga Logistic Park are held freehold. Southern and partly Nova Riga III are held on a leasehold basis granted by the local authorities. The ground rental payments of such interests may be reviewed on an annual basis, in either an upwards or downwards direction, by reference to an established formula. Within the terms of the lease, there is a right to extend the term of the lease upon expiry in line with the existing terms and conditions thereof. It should be noted, however, that very few leasehold interests have yet reached termination and, hence, the effective ability to renew on such a basis is relatively untested. In arriving at our opinions of Market Value, we have assumed that the respective ground leases are capable of extension in accordance with the terms of each lease. In addition, given that such interests are not normally assigned as real estate assets, for example for taxation reasons, we have assumed that each leasehold interest is held by way of a special purpose vehicle ("SPV"), and that the shares in the respective SPVs themselves are capable of assignment. (See "Tenure and Tenancies" for more detail).

Tenure and Tenancies

We have not been provided with copies of the title deeds for all the properties and have taken the advice from the Company, in terms of title, in arriving at our opinions of value. However, we are unable to confirm whether any other documents exist which may invalidate or alter our understanding of the legal status of the properties and, as a result, we have assumed that the title is marketable and that the properties are free from encumbrances, mortgages and charges. We have also assumed that, where the interest in the properties is leasehold, there are no unreasonable or unusual clauses which would affect value and no unusual restrictions or conditions governing the assignment or disposal of the interest.

We understand that each property is held entirely by the Company as at the valuation date.

The majority of the properties are held under a freehold title. In the case of those with leasehold title the lessee of a ground lease has a priority right to renew the lease upon expiry, on the same terms and conditions. Our valuation is predicated on the special assumption that the ground lease at each property can be extended, effectively in perpetuity, on similar terms to the existing leases.

In terms of those properties which are held by way of ground leases, we understand that such ground leases are capable of being transferred in Moscow and Moscow Region, normally through an SPV, and we further understand that each asset is held as a SPV. Consequently, as noted above, we have valued the Properties on the assumption that the shares in each of these SPVs can be sold and, in addition, that there are no further assets or liabilities held by each SPV which might affect the ability to sell the shares in the vehicles.

We have been provided with rental information in the form of tenancy schedules for the following properties: Klimovsk, Constanta, Krekshino, Southern, Istra, Shushary, Rostov on Don I, Novosibirsk, Lobnya, Noginsk I, IIa and IIIa, Pulkovo, Sholokhovo, Nova Riga I, Pushkino, Gorigo, Kellerman, Primium, Logopark Sever-2 and Volga Logistic Park.

We have not conducted credit enquires into the financial status of any of the tenants. However, in undertaking our valuations we have reflected our understanding of the market perception of the financial status of the tenants.

Floor Areas

We have not undertaken any measured surveys of the Properties and have relied entirely on information as to site areas and floor areas and dimensions of existing and proposed developments as provided to us by the Company.

Planning

Although we have not made any formal searches in terms of planning consents and issues, we have generally relied upon information provided by the Company as well as project documentation (where available) in respect of each of the properties.

In arriving at our opinions of Market Value we have had regard, where available, to the Company's specific proposals to develop each asset. However, although we have taken these proposals into account, each valuation reflects our opinion of such a development which may form the basis of a bid for the property by a prospective purchaser. As a result, our valuations do not necessarily fully reflect the Company's proposed development programme.

We have assumed that all existing properties have been erected and are being occupied and used in accordance with all necessary consents and that there are no outstanding statutory notices. We have also assumed that all buildings comply with all statutory and local authority requirements including building, fire and health and safety regulations.

Environmental Investigations and Ground Conditions

We have not been instructed to carry out site surveys or environmental assessments nor have we investigated any historical records, to establish whether any land or premises are or have been, contaminated. Unless we have been provided with information to the contrary, we have assumed that the properties are not, nor are likely to be, affected by land contamination and that there are no ground conditions which would affect the present or future use of the properties.

We were not instructed to carry out structural surveys of the properties, but we have reflected any apparent wants of repair in our opinion of the value as appropriate. Properties have been valued on the basis of the issuer's advice save where we have been specifically advised to the contrary, no deleterious materials have been used in the construction of any of the subject buildings.

Plant and Machinery

In respect of any existing buildings, landlords' plant and machinery such as lifts, escalators, air-conditioning and other normal service installations have been treated as an integral part of each property and are included within our valuations. Plant and machinery, tenant's fixtures and specialist trade fittings have been excluded from our valuations.

No specialist tests have been carried out on any of these service systems and for the purposes of our valuations we have assumed that all are in good working order and in compliance with any relevant statute bylaw or regulation.

Valuation Uncertainty

The outbreak of the novel coronavirus (COVID-19), declared by the World Health Organisation as a "Global Pandemic" on 11 March 2020, has impacted global financial markets. Travel restrictions have been implemented by many countries.

Market activity is being impacted in many sectors. As at the valuation date, we consider that we can attach less weight to previous market evidence for comparison purposes, to inform opinions of value. Indeed, the current response to COVID-19 means that we are faced with an unprecedented set of circumstances on which to base a judgement.

Our valuation is therefore reported on the basis of 'material valuation uncertainty' as per VPS 3 and VPGA 10 of the RICS Red Book Global. Consequently, less certainty – and a higher degree of caution – should be attached to our valuation than would normally be the case. Given the unknown future impact that COVID-19 might have on the real estate market, we recommend that you keep the valuation under frequent review.

For the avoidance of doubt, the inclusion of the 'material uncertainty' declaration above does not mean that the valuation cannot be relied upon.

Valuation

On the bases outlined within this Valuation Report, we are of the opinion that the aggregate of the individual gross Market Values, as at 31 May 2020, of the freehold and part freehold and part long leasehold interests subject to the existing lettings but otherwise with vacant possession is as set out below: the individual properties valued, comprising 17 freehold and 2 part freehold and part leasehold properties are summarised in Appendix 1:

Freehold Properties:

RUB110,209,133,000 (One Hundred Ten Billion Two Hundred Nine Million One Hundred Thirty Three Thousand Roubles).

Part Freehold and Part Leasehold Properties:

RUB1,003,952,000 (One Billion Three Million Nine Hundred Fifty Two Thousand Roubles).

It should be noted that the above valuation represents the aggregate of the individual values attributable to each property type and should not be regarded as a valuation of the portfolio as a whole in the context of a sale as a single lot.

The above aggregate sum of RUB111,213,085,000 (One Hundred Eleven Billion Two Hundred Thirteen Million Eighty Five Thousand Roubles) represents our opinion of the Market Values of the individual properties forming the portfolio as at 31 May 2020.

In accordance with standard market practice, we have arrived at our opinions of Market Value by reflecting (i.e. deducting) all outstanding costs required to complete the subject properties, as at the valuation date.

Realisation Costs

Our Valuation is exclusive of Value-Added Tax (VAT) and no allowances have been made for any expenses of realisation nor for taxation which might arise in the event of a disposal of any property. It should be noted that our valuation does not reflect purchaser's costs, which is a standard approach in the valuation of properties in Russia.

Exchange rates

We have indicated the Market Values of the Properties in the attached valuation schedule in Russian Roubles, where necessary we have adopted the exchange rate of the Central Bank of Russia or the European Central Bank on 31 May 2020.

Reliance

We acknowledge that the addressee above will rely on the Report. We acknowledge further that shareholders or prospective shareholders may, *inter alia*, rely on the Report in the form that is incorporated into the Prospectus.

Responsibility

This report has been prepared for the Company for inclusion in a prospectus to be published in connection with the proposed admission of ordinary shares and preference shares in the Company to the premium segment and standard segment, respectively, of the official list of the Financial Conduct Authority and to trading on the Main Market of the London Stock Exchange.


For the purposes of Prospectus Regulation Rule 5.3.2R(2)(f), we are responsible for this Valuation Report and accept responsibility for the information contained in this Valuation Report and confirm that to the best of our knowledge, the information contained in this Valuation Report is in accordance with the facts and makes no omissions likely to affect its import. This Valuation Report complies with paragraph 5.4.5 G of the Prospectus Regulation Rules and Paragraphs 128 to 130 of the ESMA update of CESR'S recommendations for the consistent implementation of the European Commission Regulation (EC) No. 809/2004 implementing the Prospectus Directive (as now applicable to the Prospectus Regulation).

Subject to the relevant provisions of the Prospectus Regulation Rules, to the maximum extent permitted by law, no responsibility or liability is accepted to any third party for any loss or damage howsoever arising that such any person may suffer as a result of their reliance on any information and opinions contained in this Valuation Report, save as set out in the preceding paragraph.

This report has been produced for inclusion in the Prospectus and may not be reproduced or used in connection with any other purposes without our prior consent.

Inclusion of this Valuation Report in a prospectus is not to be taken as constituting the giving of investment advice. The Valuation Report should not be considered as a recommendation by Jones Lang LaSalle LLC to invest in the Properties and each potential investor must make its own independent assessment of the merits or otherwise of the Company/its Property and should take its own professional advice.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Tim Millard', with a stylized, cursive script.

Tim Millard, MRICS

*Head of the Advisory Group
JLL, Russia & CIS*

For and on behalf of Jones Lang LaSalle LLC

Appendices

- Appendix 1 Schedule of Assets
- Appendix 2 General Principles Adopted in the Preparation of Valuation and Reports
- Appendix 3 Extract from the RICS Valuation – Global Standards effective from 31 January 2020

APPENDIX 1: SCHEDULE OF ASSETS

RAVEN PROPERTY GROUP LIMITED SCHEDULE

Investment Assets Description as at 31 May 2020

Property Name	Location, Description, Tenure & Tenancy
1 Krekshino	<p>The Class A warehouse scheme is located in Moscow about 40 km to the south west of the city centre, 24 km from MKAD, between the Minsk and Kiev highways. Vnukovo airport, one of the largest airports in Moscow, which has both passenger and freight terminals, is located within about 15 km of the property.</p> <p>The gross lettable area is 118,864 sq m.</p> <p>The contracted rent³ is RUB 466,090,000 from multiple tenants including Wildberries, D Distribution (Diageo) and S-Import, on leases expiring between October 2020 and August 2027.</p>
2 Southern	<p>The Class A warehouse is located in an industrial area of the Southern administrative district of Moscow, approximately 10 km from the city centre, around 1 km from the Varshavskoye highway and 5 km from MKAD.</p> <p>The gross lettable area is 14,092 sq m.</p> <p>The contracted rent is RUB 57,191,000 from multiple tenants including L'Occitane, A&D Rus, Lindex and Fulexpro, on a number of leases expiring between June 2020 and June 2025.</p>
3 Istra	<p>The Class A warehouse scheme is located directly adjacent to the New Riga highway, approximately 50 km from Moscow city centre, 41 km from MKAD and 8 km from the Betonka A 107 motorway.</p> <p>The gross lettable area is 206,210 sq m.</p> <p>The contracted rent is RUB1,421,657,000 from multiple tenants including Bacardi, DSV, Major Terminal, Gorodskoi Supermarket and Danom, on leases expiring between June 2020 and July 2027.</p>
4 Lobnya	<p>The Class A warehouse scheme is located on the Rogachevskoye highway located approximately 35 km to the north of the city centre, 20 km from the MKAD and 10 km north-east of Sheremetyevo airport.</p> <p>The gross lettable area of 52,081 sq m.</p> <p>The contracted rent is RUB345,430,000 from multiple tenants including Nippon Express and, ProStore (Must), on leases expiring between December 2020 and June 2025.</p>

3 Contracted rent for each property is for the full current contracted rent excluding any rent-free periods.

Property Name	Location, Description, Tenure & Tenancy
5 Klimovsk	<p>The Class A warehouse scheme is located to the south of Moscow, approximately 21 km from the MKAD in the town of Klimovsk. The project is a short distance from the M2 Simferopolskoye highway, a major route to the south of Moscow.</p> <p>The gross lettable area is 157,804 sq m.</p> <p>The contracted rent is RUB776,323,000 from multiple tenants including Accordpost, Danone, TM-Project, Sladkaya Zhizn, Mir Instrumenta and Gates, on leases expiring between July 2020 and November 2029.</p>
6 Noginsk I, IIa, IIIa	<p>The Class A warehouse scheme is located in the Noginsk district of the Moscow region approximately 55 km from the city centre, 44 km from the MKAD and 3 km outside the Betonka A107 motorway. Access to the site is from the Volga highway, which links Moscow to Nizhniy Novgorod. A rail spur serves the site.</p> <p>The gross lettable area of 203,765 sq m.</p> <p>The contracted rent is RUB1,421,355,000 from multiple tenants including Cotton Club, X5, ID Logistics and Dixi Ug, on leases expiring between June 2020 and November 2031.</p>
7 Sholokhovo	<p>The Class A warehouse complex is located in Mytishchinsky District of the Moscow Region, on Dmitrovskoe highway, approximately 16 km from the MKAD.</p> <p>The gross lettable area of 45,597 sq m.</p> <p>The contracted rent is RUB151,382,000 from multiple tenants including Perspektiva and BVK Group, on leases expiring between September 2023 and March 2025.</p>
8 Pushkino	<p>The Class A warehouse scheme is located on the Yaroslavskoe Highway, approximately 15 km from the MKAD before the exit to Pushkino city in the north-eastern part of Moscow Region.</p> <p>The gross lettable area of 214,253 sq m.</p> <p>The contracted rent is RUB795,147,000 from multiple tenants including DHL Logistics, Itella, Makita and Megapolis, on leases expiring between July 2020 and December 2025.</p>
9 Nova Riga I	<p>The Class A warehouse scheme is located to the west from Moscow in Istrinsky District of the Moscow Region, close to Novorizhskoe highway, approximately 25 km from MKAD and 5 km from A107 highway.</p> <p>The gross lettable area is 68,177 sq m.</p> <p>The contracted rent is RUB201,684,000 from multiple tenants including BGLC, Pernod Ricard Rus, Maunfeld and ORB, on leases expiring between June 2021 and April 2027.</p>

Property Name**Location, Description, Tenure & Tenancy**

10 Logopark Sever-2

The Class A warehouse scheme is located about 0,5 km from "Betonka" A-107, 5 km to Leningradskoe highway, 1,5 km from the New Leningradskoe highway and the proposed CKAD, approximately 35 km from the MKAD before the exit to Pushkino city in the north-western part of Moscow Region.

The gross lettable area of 254,248 sq m.

The contracted rent is RUB1,128,910,000 from multiple tenants including X5, OBI, O'Key and Miratorg, on leases expiring between October 2020 and October 2032.

11 Shushary

The Class A warehouse scheme is located in the Shushary District of St. Petersburg, approximately 15 km south of the city centre and 5 km from the St. Petersburg ring road (KAD) on a motorway linking St. Petersburg to Moscow.

The gross lettable area of 147,954 sq m.

The contracted rent is RUB903,457,000 from multiple tenants including Dixi Ug, Access Business Group, Vse Instrumenty, Officemag SPb and BBraun, on leases expiring between February 2021 and June 2025.

12 Pulkovo 1

The Class A warehouse scheme is located to the south of the city centre on Pulkovskoe highway forming part of the Finland-Russia-Ukraine corridor and in close proximity to the Ring Road (KAD) and 2 km from Pulkovo International airport.

The gross lettable area is 36,754 sq m.

The contracted rent is RUB153,967,000 from multiple tenants including OSG Records, SKL, UPM Kymmene and Edil Import, on leases expiring between September 2021 and February 2024.

13 Gorigo

The Class A warehouse scheme is located 18 km from the city centre in the south of Saint Petersburg, just 2 km away from the Saint Petersburg Ring Road and Volkhonskoe and Tallinskoye highway intersection, which provides convenient and fast access to every Saint Petersburg district, as well as Pulkovo International Airport and Saint Petersburg Sea Port.

The gross lettable area is 88,458 sq m.

The contracted rent is RUB340,146,000 from multiple tenants including Schenker, Logisan, DNS Retail, Major Terminal and Torgovy Dom Severo-Zapadny, on leases expiring between June 2020 and June 2025.

14 Rostov on Don I

The Class A warehouse scheme is located on the Federal Highway M4 approximately 10 km from the City centre and 7 km from the airport.

The gross lettable area is 101,515 sq m.

The contracted rent is RUB437,813,000 from multiple tenants including Auchan, Electrosystem, KDV Group, FM Logistic RUS, Mir instrumenta and Mars, on leases expiring between February 2021 and November 2024.

Property Name	Location, Description, Tenure & Tenancy
15 Novosibirsk	<p>The Class A warehouse scheme is located on Petukhova Street in the south of the city of Novosibirsk, close to M51 highway to Moscow with a rail spur serving the site.</p> <p>The gross lettable area is 120,920 sq m.</p> <p>The contracted rent is RUB563,806,000 from multiple tenants including Pepsi Co, Sportmaster, Electrosystem, and Wildberries, on leases expiring between August 2020 and June 2026.</p>
16 Volga Logistic Park	<p>The Class A warehouse scheme is located along the federal highway M-7 "Volga" (Moscow-Kazan-Ufa) 7km to the south east of Nizhniy Novgorod in the Kstovo settlement.</p> <p>The gross lettable area is 64,495 sq m.</p> <p>The contracted rent is RUB377,203,000 from two major tenants – X5 and Bristol, on leases expiring in May 2028 and March 2026.</p>
17 Constanta	<p>The stand-alone Class B+ office building is located on Leninskiy Prospect in the Moskovskiy district of St. Petersburg, approximately 8 km to the south of the city centre. The property is a modernised administrative building, which was converted in 2005 to provide an eight storey, self-contained office building with a gross lettable area of 15,828 sq m.</p> <p>The entire building is let to LenEnergo on a lease expiring in April 2022. The Contracted Rent is RUB187,610,000.</p>
18 Kellerman	<p>The Class B+ business center is located in the Admiralteysky District of St. Petersburg. The property consists of three buildings with a gross lettable area of 22,134 sq m.</p> <p>The contracted rent is RUB264,274,000 from multiple tenants including Melon Fashion Group, VNII Galurgii AO and Baltic Leasing, on leases expiring between June 2020 and November 2029.</p>
19 Primium	<p>The stand-alone Class A office building is located in the northern part of St. Petersburg, within the rapidly developing area of Primorskiy District, with the new Gazprom headquarters located nearby. The property was completed in 2008. The building is over 11 storeys, including 2 underground floors and occupies a gross lettable area of 11,416 sq m.</p> <p>The contracted rent is RUB169,369,000 from multiple tenants including YIT SPb, Valio, PIK Group and SPB Telecom (Tele-2), on leases expiring between April 2021 and September 2024.</p>

RAVEN PROPERTY GROUP LIMITED
SCHEDULE

Assets held for Development
Description as at 31 May 2020

Property Name	Location, Description, Tenure & Tenancy
1 Noginsk IIb and IIIb	<p>It comprises part of a 69.5 ha freehold development site located in the Noginsk district of Moscow region approximately 55 km east of the city centre, 44 km from the MKAD and 3 km inside the Betonka. Access to the site is from the Volga highway, which links Moscow to Nizhniy Novgorod.</p> <p>It is composed of the land plots with a total area of 27.8 ha for future phases IIb and IIIb. The site is fully serviced with external utilities.</p> <p>The future GLA is 73,870 sq m and 57,024 sq m for phase IIb and III respectively.</p>
2 Rostov on Don II	<p>The site is located to the north east of Rostov on Don, in the Aksay District of Rostov Region, on the M4 Don Federal Highway approximately 10 km from the city centre. The site is linked directly to the Federal Highway M4 Don via a short access road.</p> <p>The site has an excellent position with good road accessibility, within close proximity to the local railway station and airport.</p> <p>The site with a total area of 25.6 ha is held freehold.</p> <p>The future Gross Leasable Area (GLA) is circa 127,368 sq m.</p> <p>The category of the land is for industry, energy, transport, communications, radio, television, information technologies, space activities, defence and security, and other special uses.</p>
3 Nova Riga II and III	<p>The site is located near Nova Riga village in Istrinsky District of the Moscow Region, close to Novorizhskoe highway, approximately 25 km from MKAD and 5 km from A107 highway.</p> <p>It is composed of the land plots with a total area of 25.22 ha for future phases II and III (5.49 ha and 19.73 ha correspondingly). The site is fully serviced with external utilities.</p> <p>The future GLA is 28,374 sq m and 101,937 sq m for phase II and III respectively. The category of the land plots is for industry, energy, transport, communications, radio, television, information technologies, space activities, defence and security, and other special uses.</p>

Property Name

4 Volga Logistic Park II

Location, Description, Tenure & Tenancy

The site is located behind the Phase I close to the federal highway M-7 "Volga" (Moscow-Kazan-Ufa) 7km to the south east of Nizhniy Novgorod in the Kstovo settlement.

The site with a total area of 21.5 ha is held freehold.

The category of the land is for industry, energy, transport, communications, radio, television, information technologies, space activities, defence and security, and other special uses with permitted use for Volga Logistic Park construction.

APPENDIX 2: GENERAL PRINCIPLES ADOPTED IN THE PREPARATION OF VALUATION AND REPORTS

These are the general principles upon which our Valuations and Reports are normally prepared; they apply unless we have specifically mentioned otherwise in the body of the report. Where appropriate, we will be pleased to discuss variations to suit any particular circumstances, or to arrange for the execution of structural or site surveys, or any other more detailed enquiries.

These General Principles should be read in conjunction with Jones Lang LaSalle's General Terms and Conditions of Business.

1. RICS Valuation – Professional Standards:

Valuations and Reports are prepared in accordance with the Valuation Standards contained in the RICS Valuation – Global Standards, issued November 2019, effective from 31 January 2020 and published by the Royal Institution of Chartered Surveyors, by valuers who conform to the requirements thereof.

Except where stated, Jones Lang LaSalle are External Valuers.

2. Valuation Basis:

Properties are generally valued to "Market Value" or alternatively another basis of valuation as defined in the Valuation Manual. Market Value is defined as "The estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion".

The full definition of any other basis, which we may have adopted, is either set out in our report or in the Valuation Manual.

In the valuations, no allowances are made for any expenses of realisation, or for taxation, which might arise in the event of a disposal. All property is considered as if free and clear of all mortgages or similar financial encumbrances, which may be secured thereon. Unless otherwise stated, the valuations are of each separate property. Portfolio valuations are aggregates of individual valuations rather than the portfolio having been valued as a whole. No allowance is made for the effect of the simultaneous marketing of all/or a proportion of the properties.

3. Source of Information:

The Valuer accepts as being complete and correct the information provided to him, by the sources listed, as to details of tenure, tenancies, tenant's improvements, planning consents and other relevant matters, as summarised in the report.

4. Documentation:

The Valuer does not normally read leases or documents of title. The Valuer assumes, unless informed to the contrary, that each property has a good and marketable title, that all documentation is satisfactorily drawn and that there are no encumbrances, restrictions, easements or other outgoings of an onerous nature, which would have a material effect on the value of the interest under consideration, nor material litigation pending. Where the Valuer has been provided with documentation, he recommends that reliance should not be placed on his interpretation without verification by your lawyers.

5. Tenants:

Although the Valuer reflects the general understanding of a tenant's status in the valuations, enquiries as to the financial standing of actual or prospective tenants are not normally made unless specifically requested. Where properties are valued with the benefit of lettings, it is

therefore assumed, unless the Valuer is informed otherwise, that the tenants are capable of meeting their financial obligations under the lease and that there are no arrears of rent or undisclosed breaches of covenant.

6. Measurements:

Where appropriate, all measurement is carried out in accordance with the Code of Measuring Practice issued by the Royal Institution of Chartered Surveyors, except where indicated or where the Valuer specifically states that he has relied on another source.

7. Town Planning and Other Statutory Regulations:

Information on Town Planning, wherever possible, is obtained verbally from the Local Planning Authority. The Valuer does not make formal legal enquiries and, if reassurance is required, the Valuer recommends that verification be obtained from lawyers that:

- 7.1. the position is correctly stated in our report;
- 7.2. the property is not adversely affected by any other decisions made, or conditions prescribed, by public authorities;
- 7.3. there are no outstanding statutory notices.

Outside the UK however, it is often not possible to make such verbal enquiries.

The valuations are prepared on the basis that the premises (and any works thereto) comply with all relevant statutory and EC regulations, including enactments relating to fire regulations, access and use by disabled persons and control and remedial measures for asbestos in the workplace.

8. Structural Surveys:

Unless expressly instructed, the Valuer does not carry out a structural survey, nor do the Valuer tests the services and he therefore does not give any assurance that any property is free from defect. The Valuer seeks to reflect in the valuations any readily apparent defects or items of disrepair, which he notes during the inspection, or costs of repair which are brought to his attention.

9. Deleterious Materials:

The Valuer does not normally carry out investigations on site to ascertain whether any building was constructed or altered using deleterious materials or techniques (including, by way of example, high-alumina cement concrete, woodwool as permanent shuttering, calcium chloride or asbestos). Unless the Valuer is otherwise informed, the valuations are on the basis that no such materials or techniques have been used.

10. Site Conditions:

The Valuer does not normally carry out investigations on site in order to determine the suitability of ground conditions and services for the purposes for which they are, or are intended to be, put; nor does the Valuer undertake archaeological, ecological or environmental surveys. Unless the Valuer is otherwise informed, the valuations are on the basis that these aspects are satisfactory and that, where development is contemplated, no extraordinary expenses or delays will be incurred during the construction period due to these matters.

11. Environmental Contamination:

Unless expressly instructed, the Valuer does not carry out site surveys or environmental assessments, or investigate historical records, to establish whether any land or premises are, or have been, contaminated. Therefore, unless advised to the contrary, the valuations are carried out

on the basis that properties are not affected by environmental contamination. However, should the site inspection and further reasonable enquiries during the preparation of the valuation lead us to believe that the land is likely to be contaminated the Valuer will discuss his concerns with you.

12. Insurance:

Unless expressly advised to the contrary the Valuer assumes that appropriate cover is and will continue to be available on commercially acceptable terms. For example, in regard to the following:

Composite Panels

The Valuer understands that a number of insurers are substantially raising premiums, or even declining to cover, buildings incorporating certain types of composite panel. Information as to the type of panel used is not normally available, and the market response to this issue is still evolving. Accordingly, the Valuer's opinions of value make no allowance for the risk that insurance cover for any property may not be available, or may only be available on onerous terms, or for any adverse market reaction to the presence of such panels.

Terrorism

To the extent that it is feasible, the valuations have been made on the basis that the properties are insured against risks of loss or damage including damage caused by acts of Terrorism.

Flood and Rising Water Table

The valuations have been made on the assumption that the properties are insured against damage by flood and rising water table.

13. Currency:

The valuations are prepared in Russian Roubles, unless otherwise stated.

14. Value Added Tax:

Valuations are prepared and expressed exclusive of VAT payments, unless otherwise stated.

15. Outstanding Debts:

In the case of property where construction works are in hand, or have recently been completed, the Valuer does not normally make allowance for any liability already incurred, but not yet discharged, in respect of completed works, or obligations in favour of contractors, subcontractors or any members of the professional or design team.

16. Confidentiality and Third Party Liability:

The Valuation and the Schedule are for the specific purpose to which they refer and form part of the prospectus. Save where the contents of this Valuation Report are reproduced, referred to or otherwise disclosed by virtue of the Prospectus in which it appears (or any part thereof) being incorporated by reference (as that term is used in the Prospectus Regulation Rules and/or the Listing Rules), before this Valuation Report, or any part thereof, is reproduced or referred to in any other document, circular or statement and before its contents, or any part thereof, are otherwise disclosed orally or otherwise to a third party, the Valuer's written approval as to form and context of such publication or disclosure must first be obtained.

For the avoidance of doubt, such approval is required whether or not Jones Lang LaSalle are referred to by name and whether or not the contents of our Valuation Report are combined with other reports.

17. Valuations Prepared On Limited Information:

In the event that the Valuer is instructed to provide a valuation without the opportunity to carry out an adequate inspection and/or without the extent of information normally available for a formal valuation, the Valuer is obliged to state that the valuation is totally dependent on the adequacy and accuracy of the information supplied and/or the assumptions made. Should these prove to be incorrect or inadequate, the accuracy of the valuation may be affected.

APPENDIX 3: MARKET VALUE DEFINITION

(EXTRACT FROM THE RICS Valuation – Global Standards effective from 31 January 2020)

Copied from RICS Valuation – Professional Standards January effective from 31 January 2020

4. Market Value

Market value is defined in IVS 104 paragraph 30.1 as:

«the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion. »

- 4.1 Market value is a basis of value that is internationally recognised and has a long-established definition. It describes an exchange between parties that are unconnected and are operating freely in the marketplace and represents the figure that would appear in a hypothetical contract of sale, or equivalent legal document, at the valuation date, reflecting all those factors that would be taken into account in framing their bids by market participants at large and reflecting the highest and best use of the asset. The highest and best use of an asset is the use of an asset that maximises its productivity and that is possible, legally permissible and financially feasible – fuller treatment of this particular premise of value can be found at section 140 of IVS 104.
- 4.2 It ignores any price distortions caused by special value (an amount that reflects particular attributes of an asset that are only of value to a special purchaser) or marriage value. It represents the price that would most likely be achievable for an asset across a wide range of circumstances. Market rent applies similar criteria for estimating a recurring payment rather than a capital sum.
- 4.3 In applying market value, regard must also be had to the requirement that the valuation amount reflects the actual market state and circumstances as of the effective valuation date. The full conceptual framework for market value can be found at paragraph 30.2 of IVS 104.
- 4.4 Notwithstanding the disregard of special value, where the price offered by prospective buyers generally in the market would reflect an expectation of a change in the circumstances of the asset in the future, the impact of that expectation is reflected in market value. Examples of where the expectation of additional value being created or obtained in the future may have an impact on the market value include:
 - the prospect of development where there is no current permission for that development and
 - the prospect of marriage value arising from merger with another property or asset, or interests within the same property or asset, at a future date.
- 4.5 The impact on value arising by use of an assumption or special assumption should not be confused with the additional value that might be attributed to an asset by a special purchaser.
- 4.6 In some jurisdictions a basis of value described as 'highest and best use' is adopted and this may either be defined by statute or established by common practice in individual countries or states.

PART 7

ADDITIONAL INFORMATION

1. RESPONSIBILITY STATEMENT

The Directors, whose names, functions and addresses appear on page 20 of this document, and the Company, accept responsibility for the information contained in this document. To the best of the knowledge of the Directors and the Company, the information contained in this document is in accordance with the facts and makes no omission likely to affect the import of such information.

2. THE COMPANY

- 2.1 The Company was incorporated with liability limited by shares in Guernsey on 4 July 2005 and with the name Raven Russia Limited, which was subsequently changed by special resolution on 31 May 2018 to Raven Property Group Limited. It is registered under the Law with registered number 43371.
- 2.2 The Company's legal and commercial name is Raven Property Group Limited.
- 2.3 The registered and head office of the Company is at Second Floor, La Vieille Cour, La Plaiderie, St. Peter Port, Guernsey GY1 6EH, Channel Islands and its telephone number is 01481 712955.
- 2.4 The principal legislation under which the Company operates is the Companies (Guernsey) Law, 2008, as amended.

3. SHARE AND LOAN CAPITAL

- 3.1 Other than: (i) the New Ordinary Shares arising pursuant to the Re-designation; (ii) the New Preference Shares arising pursuant to the Re-designation; (iii) the issue of Ordinary Shares on the conversion of any Convertible Preference Shares; (iv) the issue of Preference Shares in respect of the Company's quarterly Preference Share scrip dividend; (v) the potential issue of Ordinary Shares pursuant to the Company's Annual Performance Incentive; or (vi) the potential issue of Ordinary Shares pursuant to the Company's Five Year Performance Plan, the Company has no present intention to issue any of the authorised but unissued share capital of the Company.
- 3.2 The Company does not have in issue any securities not representing share capital.
- 3.3 There are no provisions of Guernsey law equivalent to section 561 of the 2006 Act which confer pre-emption rights on existing shareholders in connection with the allotment of equity securities for cash or otherwise but similar pre-emption rights (with certain exceptions) are contained within the Articles. By a resolution passed at the AGM held on 6 July 2020, the Company sought and obtained authority from its Ordinary Shareholders for the Directors to disapply pre-emption rights in respect of the issue of: (i) equity securities for cash in connection with a rights issue; and (ii) other than pursuant to (i), equity securities for cash up to a maximum aggregate nominal value of £244,873 (representing approximately 5 per cent. of the issued Ordinary Share capital of the Company as at 4 June 2020), in each case, with such power to expire on 5 October 2021 or, if earlier, the conclusion of the next AGM.
- 3.4 Save in respect of the Convertible Preference Shares and the Preference Shares, no shares of the Company are currently in issue with a fixed date on which entitlement to a dividend arises and there are no arrangements in force whereby future dividends are waived or agreed to be waived.

- 3.5 Save for the 198,176,868 Convertible Preference Shares in issue as at 10 July 2020 (being the latest practicable date before the publication of this document), the Company has no outstanding convertible securities, exchangeable securities or securities with warrants. The Convertible Preference Shares entitle the Convertible Preference Shareholders to a cumulative annual dividend of 6.5p per share and are redeemable by the Company on 6 July 2026 at £1.35 per share. The Convertible Preference Shares are convertible to Ordinary Shares at a Convertible Preference Shareholder's request at any time prior to redemption at a rate that is 1.517 Ordinary Shares for each Convertible Preference Share as at 10 July 2020 (being the last practicable date prior to the publication of this document).
- 3.6 The Ordinary Shares were created under the Law and the Articles.
- 3.7 The ISIN Code for the Ordinary Shares is GB00B0D5V538.
- 3.8 The ISIN Code for the Preference Shares is GG00B55K7B92.

4. PRINCIPAL TERMS OF THE ORDINARY SHARES

The New Ordinary Shares, will on Admission, be issued credited as fully paid and rank *pari passu* in all respects with the Existing Ordinary Shares and will carry the rights attaching to the Existing Ordinary Shares under the Articles and as set out below, including the right to receive all future dividends or other distributions declared, made or paid after the date of Admission.

4.1 Voting rights

Subject to the provisions of the Law and the provisions summarised in paragraph 4.2 below, Ordinary Shareholders shall have the right to receive notice of and to attend and to vote at all general meetings of the Company. An Ordinary Shareholder may appoint one or more proxies to exercise all or any of his rights to attend and to speak at the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. Save as otherwise provided in the Articles, on a vote on a show of hands each holder of Ordinary Shares present in person shall have one vote and every proxy present who has been duly appointed by a member shall have one vote (save that if the same proxy is appointed by more than one member, and is instructed by some members to vote one way and some to vote the other way, the proxy will have one vote for and one vote against the resolution). On a vote on a poll every member present in person or by proxy shall have one vote for each share held by him.

4.2 Restrictions on voting

Unless the board otherwise decides, a member of the Company is not entitled, either in person or by proxy, in respect of any share held by him, to vote at any general meeting of the Company unless all calls and other sums payable by him in respect of that share have been paid.

4.3 Restrictions on transferability

4.3.1 Subject to the restriction set out in this paragraph, any member may transfer all or any of his Ordinary Shares in any manner which is permitted by the Statutes or in any other manner which the Directors approve. A transfer of a certificated Ordinary Share shall be in writing in the usual common form or in any other form permitted by the Statutes or which the Directors approve. The transferor is deemed to remain the holder of the Ordinary Shares concerned until the name of the transferee is entered in the register of members in respect of those Ordinary Shares. All transfers of uncertificated Ordinary Shares shall be made by means of CREST and as provided in the Uncertificated Securities Regulations and the CREST Rules or in any other manner which is authorised by the Board and from time to time approved.

4.3.2 The Directors have a discretion to refuse to register a transfer of an uncertificated Ordinary Share where permitted by the Uncertificated Securities Regulations and the CREST Rules and of a certificated Ordinary Share which is not fully paid (provided that this does not prevent dealings in the Ordinary Shares from taking place on an open and proper basis). The Directors may also decline to register a transfer of Ordinary Shares in certificated form unless: (i) the instrument of transfer is delivered to the office of the Company or at another place which the Directors determine, accompanied by the certificate for the Ordinary Shares to which it relates and other evidence which the Directors reasonably require to prove the title of the transferor; (ii) the instrument of transfer is in respect of only one class of Ordinary Share; and (iii) the number of joint holders to whom the Ordinary Share is to be transferred does not exceed four.

4.4 Dividends

4.4.1 The Company in a general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board. Subject to any priority, preference or special rights, all dividends shall be declared and paid *pro rata* to the nominal amounts of the shares in respect of which the dividend is paid.

4.4.2 The Directors may pay such interim dividends as they think fit. No dividend or interim dividend shall be paid otherwise than in accordance with the provisions of the Articles. Unless otherwise provided by the rights attached to any Ordinary Share, no dividends in respect of an Ordinary Share shall bear interest.

4.4.3 The Directors may, with the sanction of an ordinary resolution of the Company in general meeting, offer the holders of Ordinary Shares the right to elect to receive further shares (whether or not of that class) credited as fully paid instead of cash in respect of the whole or any part of the dividend.

4.4.4 Any dividend unclaimed for a period of 12 years after it became due for payment shall be forfeited and cease to remain owing by the Company and shall belong to the Company absolutely.

4.5 Distributions on liquidation to Ordinary Shareholders

Except as provided by the rights and restrictions attached to any class of shares, the holders of the Company's Ordinary Shares will under general law be entitled to participate in any surplus assets in a winding up in proportion to their shareholdings. A liquidator may, with the sanction of a special resolution and any other sanction required by the Law, divide among the members *in specie* the whole or any part of the assets of the Company and may, for that purpose, value any assets and determine how the division shall be carried out as between the members or different classes of members.

4.6 Variation of class rights and alteration of capital

The rights attaching to the Ordinary Shares are set out in the Articles and summarised above. For these rights to be varied or changed would require the consent in writing of three-fourths in nominal value of issued Ordinary Shares (excluding any shares of that class held as treasury shares) or the passing of a special resolution at a general meeting of the Company. In the absence of appropriate consent to short notice, this would require not less than 14 clear days' written notice to be given to each Ordinary Shareholder. Every Ordinary Shareholder has the right to attend the general meeting in person or by proxy and vote on the resolution to be proposed. On a poll, a special resolution of the Company requires a majority of not less than three-fourths of the Ordinary Shares voted in person or by proxy at such general meeting.

5. PRINCIPAL TERMS OF THE PREFERENCE SHARES

The New Preference Shares, will on Admission, be issued credited as fully paid and rank *pari passu* in all respects with the Existing Preference Shares and will carry the rights attaching to the Existing Preference Shares under the Articles and set out below, including the right to receive all future dividends or other distributions declared, made or paid after the date of Admission.

5.1 Voting rights

- 5.1.1 The holders of the Preference Shares have the right to receive notice of and to attend any general meeting of the Company and to attend, speak and vote at a general meeting of the Company: a) if, and when at the date of the notice convening such meeting, the Preference Dividend is in arrears; or b) if a resolution is to be proposed abrogating, varying or modifying any of the rights or privileges of the holders of the Preference Shares or for the winding up of the Company pursuant to the Law, in which case they shall only be entitled to vote on such resolution. Save as set out above, the Preference Shares do not confer on the holders thereof the right to speak or vote at any general meeting of the Company.
- 5.1.2 Whenever the holders of Preference Shares are entitled to vote at a general meeting of the Company upon any resolution proposed at such general meeting, on a show of hands every holder thereof who is present in person (or by way of a duly authorised representative, in the case of a corporation) or by proxy shall have one vote, and on a poll every holder thereof who is present in person (or by way of a duly authorised representative, in the case of a corporation) or by proxy shall have one vote in respect of each Preference Share registered in the name of such holder.

5.2 Restrictions on transferability

The Preference Shares are freely transferable save for the matters set out at paragraph 4.3 above, which also apply to the Preference Shares *mutatis mutandis*.

5.3 Dividends

- 5.3.1 Cumulative preferential dividends accrue from day to day on the Preference Shares at a rate of 12 per cent. per annum on the "Fixed Amount" (being £1) from (and including) the date of issue and are payable quarterly in equal instalments in arrears on 31 March, 30 June, 30 September and 31 December in each year.
- 5.3.2 The holders of the Preference Shares shall rank for dividends in priority to the holders of any other class of shares of the Company (save for any Further Preference Shares (as defined below)). The holders of the Preference Shares shall not be entitled to participate in any further dividends or bonus share issue of the Company.
- 5.3.3 If all or any part of the Preference Dividend is in arrears, interest shall accrue on such unpaid sum at the rate of 15 per cent. per annum from the date upon which such arrears arise until the date of payment. In the event that the arrears of the Preference Dividend shall remain unpaid for six months then the rate at which interest will accrue on such arrears will from such time increase to the rate of 20 per cent. per annum.
- 5.3.4 If there are any arrears of the Preference Dividend outstanding the Company may not pay any distribution (as defined in section 301 of the Law but excluding for these purposes distributions falling within sections 302(1)(a), (d) and (e) of the Law) in respect of the Ordinary Shares or any other shares ranking for distribution after the Preferences Shares or Further Preference Shares (as defined below).

5.3.5 Subject to the provisions of the Statutes, the Board shall offer all holders of Preference Shares the right to elect to receive the Preference Dividend or any part thereof as a scrip dividend of Preference Shares instead of in cash. The basis of allotment shall be decided by the Board so that, as nearly as may be considered convenient, the value of Further Preference Shares, including any fractional entitlement, is equal to the amount of the cash dividend which would otherwise have been paid. The Articles provide for a basis on which the value of the Further Preference Shares may be calculated although the Directors have ultimate discretion to decide the manner in which such value is calculated.

5.4 **Variation of class rights and alteration of capital**

5.4.1 For as long as any Preference Shares remain in issue, the issue or allotment of or the creation or increase of the amount of any shares of any class or any security convertible into shares of any class ranking, as regards rights to participate in the Company's profits or assets, in priority to the Preference Shares are deemed to constitute a variation of the class rights attaching to the Preference Shares.

5.4.2 The Company may from time to time without the consent of the holders of the outstanding Preference Shares create and issue further preference shares (including but not limited to Preference Shares) ("**Further Preference Shares**") ranking as regards their participation in the profits and assets of the Company *pari passu* with, but not in priority to Preference Shares, and so that any such Further Preference Shares may either carry as regards participation in the profits and assets of the Company, rights and restrictions identical in all respects with the Preference Shares or with any other series of Further Preference Shares or rights and restrictions differing therefrom in any respect including but without prejudice to the generality of the foregoing in that: (i) the rate of dividend may differ; (ii) the Further Preference Shares may rank for dividends from such date as may be provided by the terms of issue thereof and the dates for payment of the dividend may differ; (iii) a premium may be payable on a return of capital or there may be no such premium; or (iv) the Further Preference Shares may be redeemable and/or convertible into Ordinary Shares on such terms and conditions as may be prescribed by the terms of issue thereof.

5.4.3 In the event that the Company creates and issues Further Preference Shares (except where the Further Preference Shares being created and/or issued are Preference Shares), then unless authorised by the consent in writing of the holders of three-fourths in number of the Preference Shares then in issue (excluding any Preference Shares held as treasury shares) or with the sanction of a special resolution passed at a separate general meeting of the holders of the Preference Shares, the Company shall not create or issue such Further Preference Shares unless:

- (a) the Board has made an offer to each person who holds Preference Shares to allot to him on the same or more favourable terms such proportion of those Further Preference Shares that is as nearly as practicable (fractions being disregarded) equal to the proportion in number held by him of the aggregate Preference Shares then in issue; and
- (b) the period, which shall not be less than 21 clear days, during which any offer referred to above may be accepted, has expired or the Company has received notice of the acceptance or refusal of every offer made.

5.4.4 Until the Rights Cessation Date (as defined below), then save with such consent or sanction on the part of the holders of the Preference Shares as is required for a variation of the rights attached to such shares as summarized above:

- (a) the Company shall not make a distribution (as defined in section 301 of the Law but excluding for these purposes distributions falling within sections 302(1)(a), (d) and (e) of the Law) in respect of Ordinary Shares or any other shares ranking for distribution after the Preference Shares or Further Preference Shares (a “**Qualifying Distribution**”) which, either itself or when taken together with the aggregate amount of Qualifying Distributions in the previous 12 month period, would exceed 10 per cent. of the consolidated net asset value of the Company at the point in time the Company proposes to make the relevant Qualifying Distribution; and
- (b) there shall not take place:
 - (i) a conversion of the Company under Part V of the Law;
 - (ii) a migration of the Company under Part VII of the Law; or
 - (iii) a voluntary striking off of the Company under Part XX of the Law.

5.4.5 If at any time there are fewer than 35,000,000 Preference Shares in issue, the Company may (but shall not be obliged to) serve a notice on the holders of Preference Shares (a “**Rights Cessation Notice**”) providing that the provisions set out above in respect of distributions and other corporate events shall cease to apply from the date specified in the Rights Cessation Notice provided that such date can be no earlier than a date which is 30 days after the date of the Rights Cessation Notice (such date being referred to as the “**Rights Cessation Date**”).

5.5 **Redemption**

5.5.1 The Preference Shares only have the right to be redeemed in the following circumstances:

- (a) subject to the Statutes, on completion of a takeover bid or merger transaction to which the Takeover Code applies (or would have applied if such bid or transaction was proposed, made or effected as at the date of the adoption of the Articles (being 25 March 2009)), however effected (but which for the avoidance of doubt will not include a subscription for or purchase of new shares or securities in the Company) including by means of an amalgamation under Part VI of the Law or an arrangement under Part VIII of the Law, as a result of which any person or persons acting in concert (as defined in the Takeover Code) holds shares carrying in aggregate 50 per cent. or more of the voting rights (as defined in the Takeover Code) of the Company; or
- (b) by Law or an arrangement under Part VIII of the Law, as a result of which any person or persons acting in concert (as defined in the Takeover Code) holds shares carrying in aggregate 50 per cent. or more of the voting rights (as defined in the Takeover Code) of the Company; or
- (c) subject to the Statutes, if the Company has served a Rights Cessation Notice (as defined below) on holders of Preference Shares where, at such time, there are fewer than 35,000,000 Preference Shares in issue.

- 5.5.2 In these circumstances, a holder of Preference Shares can elect to redeem all (but not part) of his holding.
- 5.5.3 The amount to be paid on such redemption per Preference Share will be an amount equal to the aggregate of: (i) the "Fixed Amount" (being £1); and (ii) a sum equal to all arrears and accruals of the Preference Dividend thereon to be calculated down to and including the day of redemption (together with any accrued interest) and to be payable irrespective of whether or not such dividend has been declared or earned or become due and payable.
- 5.5.4 The Preference Dividend shall cease to accrue on any Preference Shares so redeemed with effect from such redemption.
- 5.5.5 If the Company fails to redeem any Preference Shares on the date fixed for such redemption, interest shall accrue on unpaid redemption monies at the rate of 15 per cent. per annum from the date upon which such redemption monies were required to be paid until the date of payment. In the event that the relevant unpaid redemption monies have been unpaid for 6 months from the date fixed for redemption then the rate at which interest will accrue on such unpaid redemption monies will increase from such time to the rate of 20 per cent. per annum.
- 5.5.6 Save as set out above, neither the Company nor the holders of Preference Shares shall have a right to redeem the Preference Shares.
- 5.6 ***Distributions on liquidation to Preference Shareholders***
- 5.6.1 On a return of capital on a winding up or pursuant to an administration order (other than a redemption or purchase by the Company of any of its share capital) the holders of Preference Shares shall be entitled, in priority to other shareholders (save for the rights relating to Further Preference Shares), to be paid out of the assets of the Company available for distribution to members, an amount in respect of each Preference Share equal to the aggregate of the Fixed Amount (being £1) together with a sum equal to any arrears and accruals of the Preference Dividend in respect of such Preference Share (and any accrued interest), whether earned or declared or not, calculated down to the date of commencement of the winding up or the administration order.
- 5.6.2 The holders of the Preference Shares have no further rights to participate in the assets of the Company on any such return of capital.
- 5.7 ***Preference Share Amendment consent***
- If the resolution relating to the Preference Share Amendment is passed, then the consent of Preference Shareholders would be required if the Company were to propose to change the admission to trading of the Preference Shares so that they are no longer admitted to trading on a recognised stock exchange (as defined in section 1005 of the ITA).

6. MAJOR SHAREHOLDERS

- 6.1 The interests of Directors and persons whom the Company has been notified hold directly or indirectly 3 per cent. or more of (i) the voting rights of the Company which are notifiable under the Disclosure Guidance and Transparency Rules, (ii) the Company's Preference Share capital, and (iii) the Company's Convertible Preference Share capital, in each case as at 10 July 2020 (being the latest practicable date before the publication of this document) and as expected to be the case on Admission⁽¹⁾ is as follows:

Ordinary Shares

Holder	As at 10 July 2020		On Admission	
	Number of Ordinary Shares	Percentage of issued Ordinary Share capital (%)	Number of Ordinary Shares	Percentage of issued Ordinary Share Capital (%)
Invesco Asset Management	139,678,106	28.52	165,404,305	27.08
Quilter Investment Management	40,404,752	8.25	97,666,605	15.99
Schroder Investment Management	59,228,252	12.09	59,228,252	9.70
JO Hambro Capital	53,676,168	10.96	53,676,168	8.79
Progressive Capital	15,375,703	3.14	21,132,493	3.46
Sir Richard Jewson ⁽²⁾	218,429	0.5	218,429	0.04
Anton Bilton ⁽²⁾	41,620,058	8.50	43,144,954	7.06
Glyn Hirsch ⁽²⁾	6,959,390	1.42	8,484,286	1.39
Mark Sinclair ⁽²⁾	2,761,976	0.56	3,314,238	0.54
Colin Smith ⁽²⁾	831,504	0.17	1,247,827	0.20
Michael Hough	–	–	–	–
David Moore ⁽²⁾	222,501	0.5	222,501	0.04

Preference Shares

Holder	As at 10 July 2020		On Admission	
	Number of Preference Shares	Percentage of issued Preference Share Capital (%)	Number of Preference Shares	Percentage of issued Preference Share Capital (%)
Invesco Asset Management	38,936,295	38.83	63,571,616	29.41
Quilter Investment Management	–	–	54,833,755	25.36
Hargreaves Lansdown	6,027,843	6.01	6,349,783	2.94
Sir Richard Jewson ⁽²⁾	75,460	0.08	75,460	0.03
Anton Bilton ⁽²⁾	4,701,953	4.69	6,162,188	2.85
Glyn Hirsch ⁽²⁾	2,219,595	2.21	3,679,830	1.70
Mark Sinclair ⁽²⁾	762,462	0.76	1,291,306	0.60
Colin Smith ⁽²⁾	505,530	0.50	904,200	0.42
Michael Hough	–	–	–	–
David Moore ⁽²⁾	14,172	0.01	14,172	0.01

Convertible Preference Shares

As at 10 July 2020

Holder	Number of Convertible Preference Shares	Percentage of issued Convertible Preference Share capital (%)
Quilter Investment Management	93,748,941	47.31
Invesco Asset Management	42,118,860	21.25
Progressive Capital	9,425,000	4.76
Sir Richard Jewson ⁽²⁾	–	–
Anton Bilton ⁽²⁾	2,496,556	1.26
Glyn Hirsch ⁽²⁾	2,496,556	1.26
Mark Sinclair ⁽²⁾	904,162	0.46
Colin Smith ⁽²⁾	681,604	0.34
Michael Hough	–	–
David Moore ⁽²⁾	–	–

Notes:

- (1) Assumes that: (i) the Company will not issue or repurchase any Shares; (ii) no holder of Convertible Preference Shares elects to convert their Convertible Preference Shares into Ordinary Shares; and (iii) no relevant shareholder acquires or disposes of any shares, in each case prior to Completion of the Re-designation.
- (2) Includes shares held by trusts or schemes in which that individual or their immediate family have a beneficial interest.
- 6.2 Save as disclosed in paragraph 6.1 above, the Company is not aware of any person who, immediately following Admission, will hold directly or indirectly, voting rights representing 3 per cent. or more of the issued share capital of the Company to which voting rights are attached or could directly or indirectly, jointly or severally, exercise control over the Company.
- 6.3 The persons referred to in paragraph 6.1 above do not have voting rights in respect of the share capital of the Company (issued or to be issued) which differ from any other shareholder of the Company.
- 6.4 The Company and the Directors are not aware of any arrangements the operation of which may at a subsequent date result in a change of control of the Company.
- 6.5 In addition to their directorships of Raven Property Group and certain wholly-owned subsidiaries of the Company, the Directors currently hold, and have during the five years preceding the date of this document held, the following directorships, partnerships or been a member of the senior management:

Director	Current Directorships	Previous Directorships
Sir Richard Jewson	Tritax Big Box REIT PLC Nomina No. 195 LLP	Temple Bar Investment Trust PLC Cloudview (Holdings) Limited
Anton Bilton	Sabina Estates Limited	
Glyn Hirsch	Sabina Estates Limited	Belasko Group Limited Belasko Corporate Finance Limited

Director	Current Directorships	Previous Directorships
Mark Sinclair	Hyndland Limited Anglo Bailiwick Advisers Limited	Belasko Group Limited Belasko Administration Limited Belasko Corporate 2 Limited Belasko Corporate Limited Belasko Shareholding Limited Belasko Trustees Limited Jonathan Alexander Limited
Colin Smith	Anglo Bailiwick Advisers Limited Belasko Group Limited	Belasko Administration Limited Belasko Corporate 2 Limited Belasko Corporate Limited Belasko Shareholding Limited Belasko Trustees Limited Jonathan Alexander Limited Hyndland Limited
Michael Hough	Aalto Capital Group Limited Aalto Capital LLP James Watt Marina Limited HGH Limited HGH Management Limited	Aurora Investments Limited Harrier Real Estate PLC Hendricks Properties UK Limited HHSS LLP HTH LLC HTH Process Plant Equipment Limited HTH Refrigeration Components Limited Litebulb Group Limited Spirit Yachts (Asia) Limited WW Initial Investors LLP
David Moore	Barbican Group Holdings Limited Barbican Reinsurance Company Limited Barbican Speciality Reinsurance Company Limited Bracken Partners Investments Channel Islands Limited Clarke Wilmott Indemnity Limited Hauteville Limited Jupiter Insurance Limited Land Securities Insurance Limited Lonmin Insurance Limited Lothbury Insurance Company Limited Morar ICC Limited Nest Egg Investments Limited Newman Insurance Company Limited Windward Insurance PCC Limited	ACI Global Insurance Limited Assay Insurance Services Limited Duet Real Estate Finance Limited Financial Insurance Guernsey PCC Limited HRS Holdings Limited HRS Diversified Fund PCC Limited HRS Asset Management Limited Schroder (CI) Limited Tangerine Discretionary PCC Limited Orion Finance Corporation Limited

- 6.6 Within the period of five years preceding the date of this document, none of the Directors has had any convictions in relation to fraudulent offences.
- 6.7 Within the period of five years preceding the date of this document, none of the Directors has been the subject of any official public incrimination and/or sanctions by any statutory or regulatory authority (including a designated professional body).
- 6.8 Within the period of five years preceding the date of this document, none of the Directors has been disqualified by a court from acting as a director of a company or from acting in the management or conduct of the affairs of any company.
- 6.9 Save as provided below, none of the Directors has at any time in the previous five years been a member of any administrative, management or supervisory body of any company that has been subject to any receivership, liquidation, administration, company voluntary arrangement or any composition or arrangement with that company's creditors generally or with any class of its creditors.
- 6.10 Michael Hough was a director of the following companies in the past five years which were put into solvent liquidation: Aurora Investments Limited; Litebulb Group Limited; HTH Process Plant Equipment Limited; HTH Refrigeration Components Limited; and HTH LLC, Spirit Yachts (Asia) Limited.
- 6.11 David Moore was a director of the following companies in the past five years which were put into solvent liquidation: ACI Global Insurance Limited, Assay Insurance Services Limited, Duet Real Estate Finance Limited, Financial Insurance Guernsey PCC Limited, HRS Holdings Limited, HRS Diversified Fund PCC Limited, HRS Asset Management Limited and Orion Finance Corporation Limited.
- 6.12 None of the Directors has been a partner of a partnership at the time of, or within 12 months preceding the date of, that partnership being placed into compulsory liquidation or administration or being entered into a partnership voluntary arrangement nor in that time have the assets of any such partnership been the subject of a receivership.
- 6.13 No asset of any Director has at any time been the subject of a receivership.
- 6.14 None of the Directors is or has been bankrupt nor been the subject of any form of individual voluntary arrangement.
- 6.15 Save as disclosed in this document, there are no outstanding loans or guarantees provided by any member of the Group for the benefit of any of the Directors nor are there any loans or any guarantees provided by any of the Directors for any member of the Group.
- 6.16 Save for their capacities as persons legally and beneficially interested in the shares of the Company, there are no actual or potential conflicts of interest between any duties to the Company of the Directors and their private interests and/or other duties.

7. REGULATORY DISCLOSURES

The Company has disclosed the following information under MAR over the last 12 months:

- On 1 July 2019, a notification was issued disclosing that the Company had entered into discussions with certain institutional shareholders to repurchase off-market from such shareholders Ordinary Shares at a price of 36p per Ordinary Share in cash. A notification was subsequently issued on 1 July 2019 regarding such discussions, disclosing that the Company had entered into conditional agreements to purchase off-market up to 106,230,374 of its Ordinary Shares at 36p per Ordinary Share from (i) the Woodford Funds managed by WIM and (ii) IAML (acting on behalf of the Invesco Funds and EIT).
- On 30 July 2019, a notification was issued disclosing that the Company had performed a valuation of its property portfolio as at 31 May 2019.

- On 2 September 2019, a notification of transactions of directors, persons discharging managerial responsibility ("**PDMR Notification**") was issued in respect of the acquisition by Anton Bilton of 1,050,000 Ordinary Shares at a price of 39.69p per share on 2 September 2019.
- On 17 October 2019, a PDMR Notification was issued in respect of the transfer by Mark Sinclair of 50,000 Convertible Preference Shares to two trusts in which his immediate family are beneficially interested.
- On 6 November 2019, a PDMR Notification was issued in respect of the transfer by Anton Bilton of 1,000,000 Preference Shares to his daughter.
- On 21 November 2019, a PDMR notification was issued in respect of the participation of the Directors of the Company in a tender offer relating to the repurchase of Ordinary Shares. The number of Ordinary Shares tendered by the relevant Directors were:

Ordinary shares tendered

Sir Richard Jewson	5,077
Anton Bilton	967,447
Glyn Hirsch	161,458
Mark Sinclair	63,587
Colin Smith	33,376

- On 2 December 2019, a notification was issued disclosing that the Company had entered into discussions with one of its institutional shareholders to repurchase off-market from such shareholder Ordinary Shares at a price of 36p per share in cash. A notification was subsequently issued on 2 December 2019 regarding such discussions, disclosing that the Company had entered into a conditional agreement to purchase off-market 139,678,106 of its Ordinary Shares at a price of 36p per Ordinary Share from IAML (acting on behalf of the Invesco Funds and EIT).
- On 11 December 2019, a notification was issued disclosing that the Company had entered into discussions with one of its institutional shareholders to repurchase off-market from such shareholder Preference Shares and Convertible Preference Shares in the Company at a price of 115p per Preference Share and 92.5p per Convertible Share respectively. A notification was subsequently issued on 12 December 2019 regarding such discussions, disclosing that the Company had entered into conditional agreements to purchase off-market 41,803,518 of its Preference Shares and 42,118,860 of its Convertible Preference Shares at a price of 115p per Preference Share and 92.5p per Convertible Preference Share respectively from IAML (acting on behalf of the Invesco Funds and EIT).
- On 31 December 2019, a PDMR Notification was issued in respect of the participation of the Directors in the Company's five year performance plan, as set out below:

PDMR	Securities invested	Initial prescribed value
Anton Bilton	66,618 preference shares	£2.0m
	1,639,404 convertible preference shares	
Glyn Hirsch	66,618 preference shares	£2.0m
	1,639,404 convertible preference shares	
Mark Sinclair	717,317 ordinary shares	£2.0m
	556,907 preference shares	
	754,162 convertible preference shares	
Colin Smith	837,505 ordinary shares	£1.9m
	503,719 preference shares	
	681,604 convertible preference shares	

- On 17 March 2020, a PDMR Notification was issued in respect of the transfer by Anton Bilton of 251,402 Preference Shares to his daughter.

- On 23 April 2020, a notification was issued disclosing that following discussions and agreement with 71.3% of the Ordinary Shareholders and 71.9% of the Convertible Preference Shareholders, including directors' holdings, the Company proposed to re-designate all of the Convertible Preference Shares into New Ordinary Shares and New Preference Shares. This announcement relates to the Re-designation referred to in this Prospectus.

8. TAXATION

The following information, which relates only to the UK and Guernsey, is applicable to the Company and to persons who are tax resident in the UK or tax resident in Guernsey and who hold shares as investments and excludes non UK domiciled individuals and those who are temporarily non-resident, and such persons should consider seeking professional advice relevant to their own activities. It is based on the law and practice currently in force in the UK and Guernsey.

The information is not exhaustive and is intended as a general guide only and does not constitute advice. If any potential investor is in any doubt as to his taxation position, he should consult his professional adviser without delay. Investors should note that tax law and practice and its interpretation can change and that, in particular, the levels and bases of, and reliefs from, taxation may change and such changes may alter the benefits of investment in the Company. This information may not apply to certain classes of shareholders, such as dealers in securities, insurance companies, collective investment schemes and shareholders who have, or are deemed to have, acquired shares by reason of, or in connection with, an office or employment. Such persons should consider seeking professional advice relevant to their own activities.

8.1 *Guernsey taxation*

8.1.1 *The Company*

The Company has been granted exemption from liability to income tax in Guernsey under the Income Tax (Exempt Bodies) (Guernsey) Ordinance, 1989 by the Director of the Revenue Service for the current year. Exemption must be applied for annually and will be granted, subject to the payment of an annual fee which is currently fixed at £1,200, provided that the Company continues to qualify under the applicable legislation for exemption. It is the intention of the Directors to conduct the affairs of the Company to ensure that it continues to qualify for exempt company status for the purposes of Guernsey taxation.

As an exempt company, the Company will be treated as if it were not resident in Guernsey for the purposes of liability to Guernsey income tax. Under current law and practice in Guernsey, the Company will only be liable to tax in Guernsey in respect of income arising or accruing in Guernsey, other than from a relevant bank deposit, at zero per cent. It is anticipated that no income other than bank interest will arise in Guernsey. Distributions made by exempt companies to non-Guernsey residents will be free of Guernsey withholding tax and reporting requirements. Where a tax-exempt company makes a distribution to shareholders that are Guernsey tax resident individuals the Company will only need to report the relevant details of those distributions to the Director of the Revenue Service.

In the absence of tax-exempt status, the Company would be Guernsey tax resident and taxable at the Guernsey standard rate of company income tax of zero per cent.

8.1.2 *Shareholders*

Shareholders in the Company resident outside Guernsey will not be subject to any Guernsey tax in respect of or in connection with the acquisition, holding or disposal of any shares owned by them.

Shareholders who are individuals resident for tax purposes in Guernsey (which includes Alderney and Herm) will incur Guernsey income tax at the applicable rate on an income

distribution paid to them by the Company. So long as the Company has been granted tax exemption the Company will only be required to provide the Director of the Revenue Service such particulars relating to any distribution paid to Guernsey resident Shareholders as the Director of the Revenue Service may require, including the names and addresses of the Guernsey resident Shareholders, the gross amount of any distribution paid and the date of the payment.

There are no death duties, capital inheritance, capital gains, gifts, sales or turnover taxes levied in Guernsey in connection with the acquisition, holding or disposal of shares (unless the varying of investments and the turning of such investments to account is a business or part of a business). However, registration fees and *ad valorem* duty calculated by reference to the gross value of the deceased's worldwide or Guernsey personal estate (depending upon circumstances) are payable upon an application for a Guernsey Grant of Representation where the deceased dies leaving assets in Guernsey which require presentation of such a grant. No stamp duty or stamp duty reserve tax is chargeable in Guernsey on the issue or transfer of shares.

8.1.3 *Other*

Foreign Account Tax Compliance Act ("**FATCA**") and related Intergovernmental Agreements

On 13 December 2013, the United States of America and the States of Guernsey entered into an intergovernmental agreement ("**IGA**") which brought into effect the provisions of the Foreign Account Tax Compliance Act.

The object of the FATCA regime is to require "foreign financial institutions" ("**FFIs**") to report to the IRS US persons' direct and indirect ownership of non-US financial accounts and non-US entities. An offshore investment fund will constitute an FFI for this purpose.

A further IGA between Guernsey and the United Kingdom was also completed with respect to UK tax payers. The UK IGA has been replaced by CRS (as defined below) with effect from 1 January 2016.

Common Reporting Standards

The Common Reporting Standard ("**CRS**") is a standard developed by the Organisation for Economic Co-operation and Development for the automatic exchange of information.

Guernsey committed to the adoption of the global CRS on Automatic Exchange of Information with effect from 1 January 2016, with first reporting taking place in 2017.

8.2 **UK taxation**

The statements in this section apply only to shareholders who are resident (and, in the case of individual shareholders, domiciled) for UK tax purposes in (and only in) the UK (except insofar as express reference is made to the treatment of non-UK residents), who hold their shares as an investment (other than under tax exempt arrangements such as individual savings accounts), and who are the absolute beneficial owners of both their shares and any dividends paid on them. The tax position of certain categories of shareholders who are subject to special rules (such as persons acquiring Ordinary Shares in connection with employment, dealers in securities, insurance companies and collective investment schemes) or trustees and beneficiaries as regards shares held in trust is not considered.

8.2.1 *The Company*

It is the intention of the Directors to conduct the affairs of the Company so that the central management and control of the Company is not exercised in the United Kingdom and so that the Company does not carry out any trade in the United Kingdom (whether

or not through a permanent establishment situated there). On this basis, the Company should, broadly, not be liable for United Kingdom taxation on its profits and gains other than certain profits or gains deriving from a United Kingdom source.

8.2.2 *Taxation of dividends*

Shareholders who are resident in the United Kingdom for tax purposes may, depending on their circumstances, be liable to UK income tax or corporation tax in respect of dividends paid by the Company in relation to shares whether directly or by way of reinvestment of income.

An individual shareholder who is resident for tax purposes in the UK is entitled to a tax-free dividend allowance. This allowance exempts from tax the first £2,000 of dividend income received by such an individual in the tax year. However, dividends within the allowance will count as taxable income when determining how much of the basic rate band or higher rate band has been used.

Dividend income in excess of £2,000 will be taxable at the rate of 7.5 per cent. to the extent it falls within an individual's basic rate band, 32.5 per cent. to the extent it falls within an individual's higher rate band and 38.1 per cent. to the extent it is taxed as additional rate income. For the purposes of determining which of the taxable bands dividend income falls into, dividend income is treated as the highest part of the individual's total income.

Individuals who are taxable on the remittance basis should seek their own advice in relation to the tax treatment of any dividends paid by the Company.

Corporate shareholders should seek their own separate advice as to the taxation of dividends received.

8.2.3 *Scrip dividends*

Generally, a scrip dividend payable by a non-UK resident company is not taxable as income for UK income or corporation tax purposes. For the purposes of capital gains tax and corporation tax on chargeable gains, a scrip dividend is generally treated as a bonus issue, i.e. the new shares received are treated as having been acquired at the same time as the original shares, and the base cost of the original shares is apportioned between the original shares and the bonus shares.

8.2.4 *Taxation of chargeable gains*

The Company's business is such that Share is not an asset that derives at least 75% of its value from UK land within the meaning of Schedule 1A to the Taxation of Chargeable Gain Act 1992 and the following paragraphs apply on that basis.

In the case of those shareholders who are individuals or otherwise not within the charge to corporation tax, capital gains tax may be payable on any chargeable gain arising upon a disposal of shares. Any such gain would be taxed at the appropriate rate of capital gains tax. The principal factors which will determine the amount of capital gains tax payable by an individual shareholder are the level of the annual allowance of tax-free capital gains in the tax year in which the disposal takes place, the extent to which the shareholder realises any other capital gains in that year and the extent to which the shareholder has incurred capital losses in that or any earlier tax year.

Shareholders within the charge to UK corporation tax may be subject to corporation tax on chargeable gains in respect of any gain arising on a disposal of shares. Indexation allowance may apply to reduce any chargeable gain arising on a disposal of the shares but will not create or increase an allowable loss, and indexation is only available up to 31 December 2017.

Shareholders who are not resident (or temporarily non-resident) in the United Kingdom and do not carry on a trade, profession or vocation through a branch, agency or other

form of permanent establishment in the United Kingdom with which shares are connected will not normally be liable to United Kingdom taxation on capital gains arising on the sale or other disposal of shares. However, non-UK Shareholders will need to take specific professional advice about their individual tax position.

8.2.5 *Other relevant tax considerations*

Close company

Shareholders who are resident for tax purposes in the United Kingdom who hold more than 25 per cent. of the Company (either alone or taking into account the interests of persons connected with them), should seek their own separate advice on the basis that in certain circumstances (i.e. if the Company is or becomes a close company for UK tax purposes) a proportion of gains made by the Company could be attributable to them under section 13 of the Taxation of the Chargeable Gains Act 1992.

Controlled foreign company

A UK resident corporate shareholder who, together with connected or associated persons, holds at least a 25 per cent. interest in the Company should note the provisions of the controlled foreign companies legislation. Shareholders should seek their own specific advice on how these provisions may impact upon them.

Transfer of assets abroad

The attention of individuals resident in the United Kingdom is drawn to the provisions of section 714 to 751 of the Income Tax Act 2007 which may render such individuals liable to tax on the income of the Company (taken before any deduction for interest) in certain circumstances.

Transactions in securities

The attention of investors is drawn to Section 684 of the Income Tax Act 2007 under which HM Revenue & Customs may seek to cancel tax advantages from certain transactions in securities.

Individual Savings Accounts ("ISA")

Ordinary Shares and Preference Shares should be eligible to be held in the stocks and shares component of an ISA.

Self-invested Personal Pension Schemes ("SIPPs")

SIPPs approved by HM Revenue & Customs are automatically treated by HM Revenue & Customs as registered pension schemes. Ordinary Shares and Preference Shares should be eligible investments for registered pension schemes.

8.2.6 *Stamp Duty and Stamp Duty Reserve Tax*

The following comments are intended as a guide to the general UK Stamp Duty and SDRT position and do not relate to persons such as market makers, brokers, dealers, intermediaries and persons connected with depository arrangements or clearance services to whom special rules apply.

UK Stamp Duty (at the rate of 0.5 per cent., rounded up where necessary to the next £5, of the amount of the value of the consideration for the transfer) is payable on any instrument of transfer of shares executed within, or that relates to any matter or thing to be done in the United Kingdom. In practice, as the register of members is maintained outside the UK, no duty is ordinarily payable.

An exemption from stamp duty is available where the amount or value of the consideration is £1,000 or less, provided that it is certified on the instrument of transfer that the transaction does not form part of a larger transaction or series of transactions

for which the aggregate consideration exceeds £1,000.

Any person who is in any doubt as to his/her tax position or requires more detailed information than the general outline above should consult his/her professional advisers.

9. MATERIAL CONTRACTS

The following are the only contracts (not being contracts entered into in the ordinary course of business) which have been entered into by members of the Group in the two years immediately preceding the date of this document and which are, or may be, material or which have been entered into at any time by any member of the Group and which contain any provision under which any member of the Group has any obligation or entitlement which is, or may be, material to the Group as at the date of this document.

9.1 Completed Woodford and Invesco Buyback Agreements

9.1.1 The following conditional off-market share buyback agreements between:

- a) the Company and WIM (acting on behalf of the Woodford Funds), for the Company to purchase 72,144,978 of its Ordinary Shares from WIM with such shares representing all of the Ordinary Shares held by the Woodford Funds managed by WIM; and
- b) the Company and IAML (acting for the Invesco Funds and EIT) for the Company to purchase a minimum of 17,000,000 of its Ordinary Shares from the Invesco Funds and EIT,

each dated 1 July 2019.

9.1.2 Under each agreement with WIM and IAML, the purchase price for the Ordinary Shares acquired by the Company was 36p in cash per Ordinary Share, representing a discount of 11.1 per cent. to the closing price per Ordinary Share on 30 July 2019 of 41.5p. Each purchase was conditional, *inter alia*, on the Ordinary Shareholders passing the resolutions necessary to authorise the transaction.

9.1.3 On 20 August 2019 the Company completed the buybacks and acquired 72,144,978 of its Ordinary Shares from the Woodford Funds managed by WIM and 17,000,000 of its Ordinary Shares from the Invesco Funds and EIT.

9.2 Invesco Ordinary Share Buyback Agreement

A conditional off-market share buyback agreement dated 2 December 2019 (as amended by a deed of amendment dated 11 March 2020) between the Company and IAML (acting for the Invesco Funds) for the Company to purchase 139,678,106 of its Ordinary Shares from the Invesco Funds by 31 July 2020 (the “**New Ordinary Share Buyback Agreement**”). The purchase price for the Ordinary Shares to be acquired by the Company under the New Ordinary Share Buyback Agreement is 36p in cash per Ordinary Share. The shares proposed to be acquired by the Company under the New Ordinary Share Buyback Agreement represent all of the Ordinary Shares held by the Invesco Funds managed by IAML as at the date of this Prospectus (excluding, for the avoidance of doubt, any New Ordinary Shares arising as a result of the Re-designation). The purchase is conditional on, *inter alia*, Ordinary Shareholders, Preference Shareholders and Convertible Preference Shareholders passing the resolutions necessary to authorise the transaction. The Company will re-assess the purchase under the New Ordinary Share Buyback Agreement as market conditions settle and will make an announcement in this regard when appropriate. If this transaction proceeds, it will be a related party transaction for the purposes of the Listing Rules and its completion will therefore be conditional upon the approval of Shareholders in accordance with Listing Rule 11.1.7R(3)(b).

9.3 ***Invesco Preference Share Buyback Agreement***

A conditional off-market share buyback agreement dated 12 December 2020, as superseded by an off-market share buyback agreement dated 11 March 2020 between the Company and IAML (acting for the Invesco Funds), for the Company to purchase 38,936,295 of its Preference Shares from the Invesco Funds by 31 July 2020 (the “**Preference Share Buyback Agreement**”). The purchase price for the Preference Shares to be acquired by the Company under the Preference Share Buyback Agreement is 115p in cash per Preference Share. The shares proposed to be acquired by the Company under the Preference Share Buyback Agreement represent all of the Preference Shares held by the Invesco Funds managed by IAML as at the date of this Prospectus (excluding, for the avoidance of doubt, any New Preference Shares arising as a result of the Re-designation). The purchase is conditional on, *inter alia* (i) the Ordinary Shareholders and Convertible Preference Shareholders passing the resolutions necessary to authorise the transaction and (ii) the completion of the buyback of Ordinary Shares pursuant to the New Ordinary Share Buyback Agreement. The Company will re-assess the purchase under the Preference Share Buyback Agreement as market conditions settle and will make an announcement in this regard when appropriate. If this transaction proceeds, it will be a related party transaction for the purposes of the Listing Rules and its completion will therefore be conditional upon the approval of Shareholders in accordance with Listing Rule 11.1.7R(3)(b).

9.4 ***Invesco Convertible Preference Share Buyback Agreement***

A conditional off-market share buyback agreement dated 12 December 2019 (as amended by deeds of amendment dated 11 March 2020 and 23 April 2020, respectively) between the Company and IAML (acting for the Invesco Funds and EIT), for the Company to purchase 42,118,860 of its Convertible Preference Shares from the Invesco Funds by 31 July 2020 (the “**CPS Buyback Agreement**”). The purchase price for the Convertible Preference Shares to be acquired by the Company under the CPS Buyback Agreement is 92.5p in cash per Convertible Preference Share. The shares proposed to be acquired by the Company under the CPS Buyback Agreement represent all of the Convertible Preference Shares held by the Invesco Funds managed by IAML as at the date of this Prospectus. The purchase is conditional, *inter alia*, on (i) the Ordinary Shareholders passing the resolutions necessary to authorise the transaction and (ii) the completion of the buyback of Ordinary Shares pursuant to the New Ordinary Share Buyback Agreement. The CPS Buyback Agreement will terminate upon the implementation of the Re-designation. If this transaction proceeds, it will be a related party transaction for the purposes of the Listing Rules and its completion will therefore be conditional upon the approval of Shareholders in accordance with Listing Rule 11.1.7R(3)(b).

9.5 ***Sever Warehouse Sale and Purchase Agreement***

Two sale and purchase agreements between: (i) Sever Estate LLC (a wholly-owned subsidiary of the Company) and CJSC Astreya dated 8 August 2018; and (ii) Sever Estate LLC and Industrialniy Park Sever LLC dated 11 August 2018, in respect of the purchase by Sever Estate LLC of a warehouse building and associated land adjacent to a warehouse complex owned by Sever Estate LLC, from each of Industrialniy Park Sever LLC and CJSC Astreya. The combined purchase price for the acquisition was RUB2,450 million, with RUB160 million of the purchase price comprising deferred consideration. The purchase completed on 12 September 2018 and the purchase price has been paid in full by Sever Estate LLC.

9.6 ***Volga Share Purchase Agreements***

Two conditional share purchase agreements dated 5 December 2018 and 11 December 2018, respectively between Raven Russia Holdings Cyprus Limited (a wholly-owned subsidiary of the Company) and KIP Holding Netherlands B.V. in respect of the purchase by Raven Russia Holdings Cyprus Limited of the entire issued share capital of each of (i) Kstovo Industrial Park 1 LLC and (ii) Kstovo Development LLC, respectively being the owners of the Volga Logistics

Park, from KIP Holding Netherlands B.V. for a purchase price of approx. RUB2.83 billion. The purchase completed on 19 December 2018 and the purchase price has been paid in full by Raven Russia Holdings Cyprus Limited.

9.7 Pushkino Facility

9.7.1 An agreement for a combined €17.9 million and RUB5,120 million debt facility dated 8 November 2019 (as amended on 27 November 2019) between Padastro Holdings Limited (an indirect wholly-owned subsidiary of the Company) and Sberbank of Russia (“**Sberbank**”). €17.9 million and RUB4,249 million were drawn on 29 November 2019 and the top-up in the amount of RUB871 million was drawn on 19 December 2019. The facility is for a seven year term expiring in November 2026.

9.7.2 The obligations of the borrower under this facility are secured/guaranteed by various guarantees, mortgages, charges, pledges and other customary security interests for the benefit of Sberbank entered into by the borrower and various other affiliated entities that were set up to hold (directly or indirectly) and finance the property. The borrower’s parent, Raven Russia Holdings Cyprus Limited, a wholly-owned direct subsidiary of the Company, provided a limited recourse guarantee and pledges. No security or guarantee was provided by the Company.

9.8 Krekshino Facility

9.8.1 A €48.1 million facility agreement dated 13 June 2018 between Damicon Holdings Limited (an indirect wholly-owned subsidiary of the Company) and Sberbank. The facility was drawn in full on 29 June 2018. The facility is for a seven year term expiring in June 2025.

9.8.2 The obligations of the borrower under this facility are secured/guaranteed by various guarantees, mortgages, charges, pledges and other customary security interests for the benefit of Sberbank entered into by the borrower and various other affiliated entities that were set up to hold (directly or indirectly) and finance the property. The borrower’s parent, Raven Russia Holdings Cyprus Limited, a wholly-owned direct subsidiary of the Company, provided limited recourse guarantee and pledges. No security or guarantee was provided by the Company.

9.9 Shushary Facility

9.9.1 An agreement for a combined €22.3 million and RUB2,499 million debt facility dated 28 July 2017 (as amended and restated on 21 November 2018) between Leifer Investments Limited (an indirect wholly-owned subsidiary of the Company) and Sberbank. €20.6 million and RUB2,314 million are outstanding as at 1 June 2020. The facility is for a seven year term expiring in July 2024.

9.9.2 The obligations of the borrower under this facility are secured/guaranteed by various guarantees, mortgages, charges, pledges and other customary security interests for the benefit of Sberbank entered into by the borrower and various other affiliated entities that were set up to hold (directly or indirectly) and finance the property. The borrower’s parent, Raven Russia Holdings Cyprus Limited, a wholly-owned direct subsidiary of the Company, provided limited recourse, guarantee, security assignment and pledges. No security or guarantee was provided by the Company.

9.10 Novosibirsk Facility

9.10.1 An agreement for a combined €21.7 million and RUB2,449 million debt facility dated 19 December 2017 (as amended and restated on 20 November 2018) between Megalogix Ob Limited (an indirect wholly-owned subsidiary of the Company) and Sberbank. €20.7 million and RUB2,338 million are outstanding as at 1 June 2020. The facility is for a seven year term expiring in December 2024.

9.10.2 The obligations of the borrower under this facility are secured/guaranteed by various guarantees, mortgages, charges, pledges and other customary security interests for the benefit of Sberbank entered into by the borrower and various other affiliated entities that were set up to hold (directly or indirectly) and finance the property. The borrower's parent, Raven Russia Holdings Cyprus Limited, a wholly-owned direct subsidiary of the Company, provided limited recourse guarantee and pledges. No security or guarantee was provided by the Company.

9.11 ***Istra Facility***

9.11.1 An agreement for a combined €32.8 million and RUB5,584 million debt facility dated 20 December 2019 between CJSC Kulon Istra (an indirect wholly-owned subsidiary of the Company) and Bank Otkritie Financial Corporation (Public Joint-Stock Company) ("**Otkritie**"). €32.8 million and RUB3,402 million were drawn on 27 December 2019 and RUB2,182 million was drawn on 5 March 2020. The facility is for a five year term expiring in December 2024.

9.11.2 The obligations of the borrower under this facility are secured by various mortgages, pledges and other customary security interests for the benefit of Otkritie entered into by the borrower and various other affiliated entities that were set up to hold (directly or indirectly) and finance the property. The borrower's indirect parent, Raven Russia Holdings Cyprus Limited, a wholly-owned direct subsidiary of the Company, provided limited recourse security assignment and pledge. No security or guarantee was provided by the Company.

9.12 ***Klimovsk Facility***

9.12.1 An agreement for a combined €34 million and RUB2,403 million debt facility dated 13 November 2019 among (i) Delta LLC, (ii) Soyuz-Invest LLC (both party (i) and (ii) being indirect wholly-owned subsidiaries of the Company) and (iii) Otkritie. €34 million and RUB2,403 million were drawn in 2 tranches on 14 November 2019 and 27 December 2019, respectively. The facility is for a five year term expiring in November 2024.

9.12.2 The obligations of the borrowers under this facility are secured by various mortgages, pledges and other customary security interests for the benefit of Otkritie entered into by the borrowers and various other affiliated entities that were set up to hold (directly or indirectly) and finance the property. The borrowers' indirect parent, Raven Russia Holdings Cyprus Limited, a wholly-owned direct subsidiary of the Company, provided limited recourse pledges. No security or guarantee was provided by the Company.

9.13 ***Offices Facility***

9.13.1 A €42.8 million facility agreement dated 14 November 2017 between Begur Holdings Limited (an indirect wholly-owned subsidiary of the Company) and VTB Bank (Europe) SE (formerly known as VTB Bank (Deutschland) AG) ("**VTB Europe**"). €31.8 million was drawn on 20 December 2017 and the remaining €11.0 million was drawn on 5 January 2018. The facility is for a seven year term expiring in November 2024.

9.13.2 The obligations of the borrower under this facility are secured/guaranteed by various guarantees, mortgages, charges, pledges and other customary security interests for the benefit of VTB Europe entered into by the borrower and various other affiliated entities that were set up to hold (directly or indirectly) and finance the property. The borrower's parent, Raven Russia Holdings Cyprus Limited, a wholly-owned direct subsidiary of the Company, provided limited recourse guarantee, security assignment and pledges. No security or guarantee was provided by the Company.

9.14 **Sever Facility**

9.14.1 An agreement for a combined €16.5 million and RUB6,540 million debt facility dated 27 April 2018 (as amended and restated on 15 November 2018 and on 12 December 2019) between Evenka Holdings Ltd (an indirect wholly-owned subsidiary of the Company) and VTB Bank (Public Joint-Stock Company) ("**VTB**"). €16.5 million and RUB6,540 million were drawn in several tranches between 2018 and 2019 with the last tranche drawn on 17 December 2019. The facility is for a five year term expiring in December 2023.

9.14.2 The obligations of the borrower under this facility are secured/guaranteed by various guarantees, mortgages, charges, pledges and other customary security interests for the benefit of VTB entered into by the borrower and various other affiliated entities that were set up to hold (directly or indirectly) and finance the property. The borrower's parent, Raven Russia Holdings Cyprus Limited, a wholly-owned direct subsidiary of the Company, provided limited recourse guarantee, security assignment and pledges. No security or guarantee was provided by the Company.

9.15 **Noginsk Facility**

9.15.1 An agreement for a combined debt facility of up to €42.8 million and up to RUB 4,915 million dated 26 July 2019 among (i) Becolana Holdings Limited (an indirect wholly-owned subsidiary of the Company), (ii) VTB Europe, (iii) VTB and (iv) RCB Bank Ltd ("**RCB**"). €42.0 million and RUB4,824 million were drawn on 23 August 2019. The facility is for a five year term expiring in July 2024.

9.15.2 The obligations of the borrower under this facility are secured/guaranteed by various guarantees, mortgages, charges, pledges and other customary security interests for the benefit of VTB Europe, VTB and RCB entered into by the borrower and various other affiliated entities that were set up to hold (directly or indirectly) and finance the property. The borrower's parent, Raven Russia Holdings Cyprus Limited, a wholly-owned direct subsidiary of the Company, provided limited recourse guarantee and pledges. No security or guarantee was provided by the Company.

10. **MANDATORY TAKEOVER BIDS AND SQUEEZE-OUT/SELL OUT PROVISIONS**

10.1 **Mandatory takeover bids**

The Takeover Code applies to all takeover and merger transactions in relation to the Company.

The Panel on Takeovers and Mergers is an independent body, whose main functions are to issue and administer the Takeover Code and to supervise and regulate takeovers and other matters to which the Takeover Code applies in accordance with the rules set out in the Takeover Code. The Takeover Code is designed principally to ensure that shareholders are treated fairly and are not denied an opportunity to decide on the merits of a takeover and that shareholders of the same class are afforded equivalent treatment by an offeror. The Takeover Code also provides an orderly framework within which takeovers are conducted. In addition, it is designed to promote, in conjunction with other regulatory regimes, the integrity of the financial markets.

There are not in existence any current mandatory takeover bids in relation to the Company.

10.2 **Squeeze-out**

Part XVIII of the Law provides that if an offer is made for the shares or any class of shares in the capital of the Company and if, within four months after the making of the offer, the offer is approved by shareholders comprising 90 per cent. in value of the shares affected then the offeror may, within two months of the expiry of that four month period acquire any remaining shares to which the offer relates. The offeror would effect the compulsory acquisition by sending a notice to outstanding shareholders informing them that it wishes to acquire their shares (an “**Acquisition Notice**”). Where an Acquisition Notice is served, the offeror is then entitled and bound to acquire those shares on the terms on which the original offer, approved by the shareholders comprising 90 per cent. in value of the shares affected, was made.

11. **RELATED PARTY TRANSACTIONS**

The Company has not entered into any related party transactions during the period subsequent to 31 December 2019 and up to 10 July 2020 (being the last practicable date prior to the publication of this document).

12. **WORKING CAPITAL**

12.1 The Company is of the opinion that, taking into account the bank facilities available to it, the Group has sufficient working capital for its present requirements, that is for at least 12 months following the date of publication of this Prospectus.

12.2 In making the above working capital statement the Company, as required by the ESMA Recommendations, is required to assess whether there is sufficient margin or headroom to cover a reasonable worst case scenario.

12.3 The Company has formed its view on its working capital statement based on a model that has sufficient headroom to cover a reasonable worst case scenario, which includes the following principal coronavirus pandemic-related assumptions:

- a) 7% of budgeted net operating income for the 2020 financial year (“**FY 2020**”) will be deferred to the 2021 financial year (“**FY 2021**”) or later on the assumption that tenants who have the ability to request a deferral of rent payments, based on legislative acts in Russia and Supreme Court clarifications, will do so. Such FY 2020 deferred amounts will be settled in FY 2021 and the 2022 financial year; and
- b) speculative warehouse letting income (the letting of vacant space) is reduced by 42% as a result of reduced demand due to coronavirus. As a result, net operating income will be 2.3% and 8.2% lower than budgeted in FY 2020 and FY 2021 respectively.

12.4 The working capital statement in this document has been prepared in accordance with the ESMA Recommendations, and the technical supplement to the FCA Statement of Policy published on 8 April 2020 relating to the coronavirus pandemic.

13. **LITIGATION**

There are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Company is aware) during the period covering the 12 months preceding the date of this document which may have, or have had in the recent past, significant effects on the Company’s and/or the Group’s financial position or profitability.

14. CAPITALISATION AND INDEBTEDNESS

14.1 *Capitalisation and indebtedness*

The following table sets out the Group's capitalisation as at 31 December 2019, which has been extracted without material adjustment from the audited consolidated financial statements of the Group for the year ended 31 December 2019, as referred to on page 91 of this document.

	31 December 2019
	£'000
Total current financial debt	
Guaranteed	–
Secured – interest bearing loans and borrowings	60,173
Unguaranteed/unsecured – lease liabilities	558
	<hr/> 60,731
Total non-current financial debt	
Guaranteed	–
Secured – interest bearing loans and borrowings	623,168
Unguaranteed/unsecured – preference shares	110,324
Unguaranteed/unsecured – convertible preference shares	217,482
Unguaranteed/unsecured – lease liabilities	2,844
	<hr/> 953,818
Shareholders' equity	
Share capital	4,898
Share premium	51,463
Own shares held	(4,582)
Convertible preference shares	11,212
	<hr/> 62,991

Notes:

(1) Shareholders' equity excludes the capital reserve, translation reserve and retained earnings.

There has been no material change in the Group's capitalisation since 31 December 2019.

14.2 *Net indebtedness*

The table below sets out the Group's net indebtedness as at 31 May 2020, which has been extracted without material adjustment from the Group's unaudited accounting records.

	31 May 2020
	£'000
Cash and cash equivalents	94,958
Trading securities	–
Liquidity	<hr/> 94,958
Current financial receivable	<hr/> 2,495
Current interest bearing loans and borrowings	55,643
Other current financial debt	479
Current financial debt	<hr/> 56,122
Net current financial indebtedness	<hr/> (41,331)
Non-current interest bearing loans and borrowings	644,873
Other non-current financial debt	337,750
Non-current financial indebtedness	<hr/> 982,623
Net financial indebtedness	<hr/> 941,292

The Group's indebtedness at 31 May 2020 has a weighted average interest rate of 6.12%.

There has been no material change in the Group's indebtedness since 31 May 2020.

14.3 **Indirect and contingent indebtedness**

The Group has no indirect or contingent indebtedness.

15. GENERAL

- 15.1 Save as set out below, there has been no significant change in the financial or trading position or the financial performance of the Group since 31 December 2019, the date to which the audited financial information of the Group was prepared:

As announced on 14 July 2020, the Company has undertaken a valuation of its Russian property portfolio as at 31 May 2020 and can report a decrease in the Rouble valuation of 1% to RUB112.0 billion, equating to a decrease of £13.5 million using the Rouble Sterling exchange rate of 87.0603 on 31 May 2020. Using the Rouble Sterling exchange rate on 31 May 2020 on a pro forma basis the Company estimates that its net asset value per Ordinary Share would be 56p on that date.

- 15.2 There has been no material change to the valuation of the freehold and part freehold and part leasehold properties of the Group set out in the property valuation report on the Group in Part 6 of this document since 31 May 2020, being the effective date of valuation of such properties.
- 15.3 The estimated costs and expenses relating to the Re-designation (including the fees of the FCA, professional fees and expenses and the costs of printing and distribution of documents) are expected to amount to approximately £1 million, excluding VAT. There will be no proceeds to the Company from the Re-designation. The costs and expenses relating to the Re-designation will be met by the Company.
- 15.4 Nplus1 Singer Advisory LLP is registered in England and Wales under number OC364131 and its registered office is at One Bartholomew Lane, London EC2N 2AX United Kingdom. Nplus1 Singer Advisory LLP is regulated by the FCA and is acting in its capacity as sponsor, financial adviser and broker to the Company.
- 15.5 Nplus1 Singer Advisory LLP has given and has not withdrawn its written consent to the issue of this document with the inclusion of its name and references to it in the form and context in which they appear.
- 15.6 Jones Lang LaSalle has given and has not withdrawn its written consent to the inclusion in this document of its valuation report set out in Part 6 (*Property Valuation Report on the Group*) and has authorised the content of its report for the purposes of Rule 5.3.2R(2)(f) of the Prospectus Regulation Rules.
- 15.7 Ernst & Young LLP has given and has not withdrawn its written consent to the inclusion in this Prospectus of its report set out in Section 2 of Part 4 (*Pro forma Financial Information*) and has authorised the contents of this report as part of the Prospectus for the purposes of Prospectus Regulation Rule 5.3.2R(2)(f) and item 1.3 of Annex 3 of Commission Delegated Regulation (EU) 2019/980.
- 15.8 Ernst & Young LLP of 1 More London Place, London SE1 2AF, United Kingdom is registered to carry out audit work by the Institute of Chartered Accountants in England and Wales and were the auditors of the Company for the financial year ended 31 December 2019.

15.9 Where information has been sourced from a third party as specifically noted in this document, the Company confirms that this information has been accurately reproduced and that, as far as the Company is aware and able to ascertain from information published by that third party, no facts have been omitted that would render the reproduced information inaccurate or misleading. Unless otherwise stated, such information has not been audited.

16. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents may be inspected on the Company's website at www.theravenpropertygroup.com/investors for a period of 12 months from the date of publication of this document:

- 16.1 the memorandum of incorporation of the Company and the Articles;
- 16.2 the historical financial information incorporated by reference in this document and referred to on page 91 below;
- 16.3 the report prepared by JLL set out in Part 6 of this document;
- 16.4 the written consent letters referred to in paragraph 15.5 and paragraph 15.6 above; and
- 16.5 this Prospectus.

Dated 14 July 2020

DOCUMENTS INCORPORATED BY REFERENCE

The table below sets out the various sections of such documents which are incorporated by reference into this Prospectus so as to provide the information required under the Prospectus Regulation Rules and to ensure that Shareholders and others are aware of all information which, according to the particular nature of the Company and of the New Ordinary Shares and New Preference Shares, is necessary to enable Shareholders and others to make an informed assessment of the assets and liabilities, financial position, profits and losses and prospects of the Company. Those parts of the documents referred to below which are not incorporated by reference into this document are not necessary to enable Shareholders and others to make an informed assessment of the assets and liabilities, financial position, profits and losses and prospects of the Company on the basis of the information contained within this Prospectus.

Document	Section	Page numbers in such document
Audited financial statements for the Group for the year ended 31 December 2019	Directors' Remuneration Report	56–59
	Independent Auditor's Report to the members of the Company	67
	Group Income Statement	74
	Group Statement of Comprehensive Income	75
	Group Balance Sheet	76
	Group Statement of Changes in Equity	79
	Group Cash Flow Statement	80
	Notes to the Financial Statements	82–118

The documents listed above are available on and can be printed from the Company's website (<https://www.theravenpropertygroup.com/investors/results-reporting/>) in "read only" format. The Company will provide, without charge, to each person to whom a copy of this Prospectus has been delivered, upon the written request of such person, a copy of any or all of the documents that are incorporated by reference herein. Written requests for such documents should be directed to the Company at its registered office set out in the "Directors, Secretary and Advisers" section of this document.

DEFINITIONS

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

“2006 Act”	the UK Companies Act 2006
“Admission”	admission of the New Ordinary Shares and New Preference Shares to the Official List and to trading on the London Stock Exchange’s Main Market for listed securities becoming effective in accordance with the Listing Rules
“AIM”	the Alternative Investment Market, a market operated by the London Stock Exchange
“Amended Articles”	the Articles as amended pursuant to the Resolutions
“Annual General Meeting” or “AGM”	the annual general meeting of the shareholders of the Company that are entitled to be given notice of and vote at such a meeting
“Articles” or “Articles of Incorporation”	the articles of incorporation of the Company in force to time from time
“associates”	has the meaning given to the term in the Listing Rules for the purposes of chapter 11 of the Listing Rules (Related Party Transactions: Premium Listing)
“Business Day”	a day (other than a Saturday or Sunday) on which clearing banks in the City of London and Guernsey are generally open for business
“certificated” or “in certificated form”	in certificated form (that is, not in CREST)
“Circulars”	the General Meeting Circular, the Preference Shareholder Circular and the Convertible Preference Shareholder Circular
“Class Meetings”	the Preference Shareholder Meeting and the Convertible Preference Shareholder Meeting
“Company” or “Raven Property Group”	Raven Property Group Limited
“Completion”	completion of the Re-designation
“Convertible Preference Dividend”	the fixed cumulative preferential dividend at a rate of 6.5% of the “Fixed Amount” (being £1) accruing on each Convertible Preference Share on a daily basis from and including the date of issue of such Convertible Preference Shares and to be payable in equal instalments quarterly in arrears on the Convertible Preference Dividend Payment Dates
“Convertible Preference Dividend Payment Dates”	31 March, 30 June, 30 September and 31 December (or, in the event of any such date not being a business day, on the next day which is a business day) (each such date being referred to as a “Convertible Preference Dividend Payment Date”)
“Convertible Preference Shareholder”	a holder of Convertible Preference Shares

“Convertible Preference Shareholder Circular”	the circular sent to Convertible Preference Shareholders containing, <i>inter alia</i> , details of the Re-designation, the Convertible Preference Shareholder Resolution and notice of the Convertible Preference Shareholder Meeting, which is also available on the “Investors” section of Company’s website at www.theravenpropertygroup.com
“Convertible Preference Shareholder Meeting”	the class meeting of holders of the Convertible Preference Shares convened for 10.15a.m. on 31 July 2020, notice of which is set out at the end of the Convertible Preference Shareholder Circular
“Convertible Preference Shareholder Resolution”	the resolution numbered 1 in the Notice to be proposed at the Convertible Preference Shareholder Meeting
“CREST”	the computerised settlement system operated by Euroclear which facilitates the transfer of title to shares in uncertificated form
“CREST Rules”	means the rules, including any manuals, issued from time to time by Euroclear governing the admission of securities to and the operation of CREST
“Directors” or “the Board”	the directors of the Company from time to time and, as at the date of this document, are those persons whose names are set out on page 20 of this document
“DTRs” or “Disclosure Guidance and Transparency Rules”	the Disclosure Guidance and Transparency Rules sourcebook published by the FCA from time to time
“EBT” or “Employee Benefit Trust”	the employee benefit trust of the Group
“EIT”	Edinburgh Investment Trust Plc
“Enlarged Ordinary Share Capital”	the number of issued Ordinary Shares as enlarged by the New Ordinary Shares
“Enlarged Preference Share Capital”	the number of issued Preference Shares as enlarged by the New Preference Shares
“ESMA Recommendations”	the European Securities and Market Authority’s update of the CESR recommendations for the consistent implementation of the European Commission’s Regulation on Prospectuses No. 809/2004
“Euro” or “€”	the lawful single currency of member states of the European Communities that adopt or have adopted the Euro as their currency in accordance with the legislation of the European Union relating to European Monetary Union
“Euroclear”	Euroclear UK & Ireland Limited, the operator of CREST
“Executive Directors”	Anton Bilton, Glyn Hirsch, Mark Sinclair and Colin Smith
“Existing Ordinary Shares”	the Ordinary Shares in issue as at the date of this document
“Existing Preference Shares”	the Preference Shares in issue at the date of this document
“FCA” or “Financial Conduct Authority”	the UK Financial Conduct Authority of the United Kingdom in its capacity as the competent authority for the purposes of FSMA

“FSMA”	the UK Financial Services and Markets Act 2000, as amended
“Further Preference Shares”	any further Preference Shares created and issued by the Company pursuant to article 2.6.2 of the Articles
“General Meeting” or “GM”	the extraordinary general meeting of the Company convened for 10.00a.m. on 31 July 2020, notice of which is set out at the end of the General Meeting Circular
“General Meeting Circular”	the circular sent to Ordinary Shareholders, Convertible Preference Shareholders and Preference Shareholders containing, among other things, details of the Re-designation, the General Meeting Resolutions and notice of the General Meeting which is also available on the “Investors” section of Company’s website at www.theravenpropertygroup.com
“General Meeting Resolutions”	the resolutions numbered 1, 2 and 3 in the Notice to be proposed at the General Meeting
“Group”	the Company and its subsidiaries and “member of the Group” shall be construed accordingly
“IAML”	Invesco Asset Management Limited
“IFRS”	International Financial Reporting Standards (including International Accounting Standards) as adopted by the European Union
“IHIF”	Invesco High Income Fund
“IIF”	Invesco Income Fund
“Invesco Funds”	IHIF and IIF and any nominee holding on behalf of any of them
“ITA”	the United Kingdom Income Tax Act in force as at 14 July 2020
“JLL”	Jones Lang LaSalle of Kosmodamianskaya NAB 52/3 Korp 3, Moscow 115054, Russia
“JO Hambro”	JO Hambro Capital Management Limited
“Law”	the Companies (Guernsey) Law, 2008, as amended
“Letter to SA Shareholders”	the letter sent to SA Shareholders with the General Meeting Circular and this Prospectus dated 14 July 2020 containing additional information regarding the Re-designation that is relevant to them
“Listing Rules”	the Listing Rules published by the FCA in accordance with section 73A(2) of FSMA
“London Stock Exchange”	London Stock Exchange plc
“Main Market”	London Stock Exchange’s main market for listed securities
“MAR”	the EU Market Abuse Regulation (Regulation EU No. 596/2014)
“N+1 Singer”	Nplus1 Singer Advisory LLP (and its affiliates), sponsor, financial adviser and broker to the Company

“NAV”	the value of the assets of the Group (on a consolidated basis) less its liabilities in total calculated in accordance with the accounting policies adopted by the Group (on a consolidated basis) from time to time
“NAV per Ordinary Share”	NAV divided by the number of Ordinary Shares in issue from time to time
“New Ordinary Shares”	the new Ordinary Shares arising pursuant to the Re-designation
“New Ordinary Share Buyback Agreement”	has the meaning given to it on page 82 of this document
“New Preference Shares”	the new Preference Shares arising pursuant to the Re-designation
“New Shares”	the New Ordinary Shares and the New Preference Shares
“Non-Executive Directors”	Richard Jewson, Michael Hough and David Moore
“Notice”	the notice of either the General Meeting, the Preference Shareholder Meeting or the Convertible Preference Shareholder Meeting (as applicable) which is set out at the end of the relevant Circular
“Official List”	the official list of the FCA
“Ordinary Shareholder”	a holder of Ordinary Shares
“Ordinary Shares”	ordinary shares of £0.01 each in the capital of the Company (including the New Ordinary Shares from the date of Completion)
“Part VI Rules”	the rules contained in Part VI of FSMA
“Preference Dividend Payment Dates”	31 March, 30 June, 30 September and 31 December (or, in the event of any such date not being a business day, on the next day which is a business day) (each such date being referred to as a “Preference Dividend Payment Date”)
“Preference Dividend”	the fixed cumulative preferential dividend at a rate of 12% of the “Fixed Amount” (being £1) accruing on each Preference Share on a daily basis from and including the date of issue of such Preference Shares and to be payable in equal instalments quarterly in arrears on the Preference Dividend Payment Dates
“Preference Shareholder”	a holder of Preference Shares
“Preference Shareholder Circular”	the circular sent to Preference Shareholders containing, among other things, details of the Re-designation, the Preference Shareholder Resolution and notice of the Preference Shareholder Meeting which is also available on the “Investors” section of Company’s website at www.theravenpropertygroup.com
“Preference Shareholder Meeting”	the class meeting of the Preference Shareholders convened for 10.30a.m. on 31 July 2020, notice of which is set out at the end of the Preference Shareholder Circular

“Preference Shareholder Resolution”	the resolution numbered 1 in the Notice to be proposed at the Preference Shareholder Meeting
“Preference Shares”	the preference shares of £0.01 each in the capital of the Company (including the New Preference Shares from the date of Completion)
“Preference Share Amendment”	has the meaning given to it on page 27 of this document
“Preference Share Buyback Agreement”	has the meaning given to it on page 83 of this document
“Prohibited Territories” and each a “Prohibited Territory”	the United States, Canada, Australia, Japan, South Africa and any other jurisdiction where the consideration of the proposed Re-designation would breach any applicable law
“Prospectus”	this document
“Prospectus Regulation Rules”	the prospectus regulation rules of the FCA pursuant to section 73A of FSMA
“Quilter”	Quilter Investors Limited
“Re-designation”	subject to the passing of the Re-designation Resolutions, the re-designation of all the issued Convertible Preference Shares into an aggregate of ⁴ 121,046,430 New Ordinary Shares and 115,913,650 New Preference Shares in the capital of the Company at a ratio of 0.6108 New Ordinary Shares and 0.5849 New Preference Shares for every one Convertible Preference Share
“Re-designation Resolutions”	the General Meeting Resolutions (excluding the Preference Share Amendment) and the Convertible Preference Shareholder Resolution
“Record Date”	6.00p.m. on 29 July 2020
“Registrars”	Link Market Services (Guernsey) Limited
“Regulation S”	Regulation S under the US Securities Act
“Resolution 2”	the resolution numbered 2 in the Notice to be proposed at the General Meeting
“Resolution 3”	the resolution numbered 3 in the Notice to be proposed at the General Meeting
“Resolutions”	the General Meeting Resolutions, the Preference Shareholder Resolution and the Convertible Preference Shareholder Resolution
“Rouble” or “RUB”	the lawful currency of the Russian Federation
“SA Shareholders”	holders of Ordinary Shares on the Company’s South African register
“Schroder”	Schroder Investment Management Limited

⁴ Assumes that: (i) the Company does not issue or repurchase any shares; and (ii) no holder of Convertible Preference Shares elects to convert its Convertible Preference Shares into Ordinary Shares, in each case prior to the date of Completion of the Re-designation. Also does not reflect the rounding of individual holdings resulting from the Re-designation.

“SDRT”	UK stamp duty reserve tax
“Shareholders”	the Ordinary Shareholders, Preference Shareholders and Convertible Preference Shareholders
“Shares”	the Ordinary Shares and the Preference Shares
“Statutes”	the Law and every other statute, statutory instrument, regulation or order for the time being in force concerning companies whether registered under the Law or not
“Sterling” or “pence”, “£” or “p”	the lawful currency of the United Kingdom
“subsidiary”	as defined in section 1159 of the 2006 Act
“Takeover Code”	The (UK) City Code on Takeovers and Mergers, issued by The Panel on Takeovers and Mergers as amended or supplemented, from time to time
“TISE”	the investment exchange known as The International Stock Exchange
“TISEA”	The International Stock Exchange Authority Limited, which operates TISE
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland
“uncertificated” or “in uncertificated form”	for the time being recorded on the relevant register of Shareholders as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST
“Uncertificated Securities Regulations”	the Uncertificated Securities (Guernsey) Regulations 2009
“US”, “USA” or “United States”	the United States of America, its territories and possessions, any state of the US and the District of Columbia and all other areas subject to its jurisdiction
“US dollar” or “US\$”	US dollars, the lawful currency of the United States
“US Person”	US person within the meaning given to it in Regulation S under the US Securities Act
“VAT”	value added tax
“WIM”	Woodford Investment Management Limited
“Woodford Funds”	LF Woodford Equity Income Fund and LF Woodford Income Focus Fund

