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The Participating Shares issued and to be issued were admitted to listing on the Official List and to trading on the Main Securities Market of the Irish Stock Exchange on 12 December 2001. Participating B Shares were admitted to listing on the Official List and to trading on the Main Securities Market on 28 August 2009. No active secondary market exists in relation to the Shares and the Directors do not anticipate that an active secondary market will develop in the Shares. No application has been or will be made for the Shares to be listed on any other stock exchange.

Neither the admission of the Shares to listing on the Official List and trading on the Main Securities Market nor the approval of this document pursuant to the listing requirements of the Irish Stock Exchange shall constitute a warranty or representation by the Irish Stock Exchange as to the competence of service providers to or any other party connected with the Fund, the adequacy of information contained in this document or the suitability of the Fund for investment purposes.

The Directors of the Fund whose names appear on page 3 accept responsibility for the information contained in this Prospectus. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information.

The Fund is an unregulated collective investment scheme for the purposes of the UK Financial Services and Markets Act 2000 (“**FSMA**”). As an unregulated scheme, it cannot be marketed in the UK to the general public. This document is only intended for (i) existing participants falling within article 18 of the Financial Services and Markets Act 2000 (Promotion of Collective Investment Schemes) (Exemption order (the “**CIS Promotion Order**”)) or (ii) investment professionals falling within article 14(5) of the CIS Promotion Order or (iii) high net worth companies and other persons falling within article 22(2)(a) to (d) of the CIS Promotion Order or (iv) other persons to whom this document could lawfully be distributed and who fall within an exemption in the CIS Promotion Order. Persons specified in (i) to (iv) above who receive this document in circumstances which do not amount to an offer to the public within the meaning of Part VI of FSMA are collectively referred to as “relevant persons”. This document must not be acted on or relied on by persons who are not relevant persons. Any investment activity to which this document relates is available only to relevant persons and will be engaged in only with relevant persons.

Transmission of this document to any other persons, or the publication of this document or any part of it on any website or other form of publication with unrestricted access in or into the United Kingdom, may contravene the FSMA.

PROSPECTUS

THE GLANMORE PROPERTY FUND LIMITED

(the “Fund”)

(An authorized open-ended investment company incorporated with limited liability in Guernsey on 8th November 1996 with registration number 31660)

Manager

TILNEY ASSET MANAGEMENT INTERNATIONAL LIMITED

Property Adviser

CARDALES UK LIMITED

(Trading as Deutsche PWM Global Real Estate)

Administrator

NORTHERN TRUST INTERNATIONAL FUND ADMINISTRATION SERVICES (GUERNSEY) LIMITED

This document does not constitute, and may not be used for the purposes of, an offer or solicitation by any person in any jurisdiction (i) in which such offer or solicitation is not authorised or (ii) in which the person making such offer or solicitation is not qualified to do so or (iii) to any person to whom it is unlawful to make such offer or solicitation. Please refer to the selling restrictions applicable to your jurisdiction in Appendix I.

Neither McCann FitzGerald nor McCann FitzGerald Listing Services Limited has acted as legal adviser on Irish law matters relevant to the Fund or this Prospectus.

The Shares of the Fund have not been and will not be registered under the United States Securities Act of 1933, as amended, or under any securities laws of any state or other jurisdiction of the United States for offer or sale as part of their distribution and may not be offered or sold in the United States or to U.S. persons. This document is not an offer of securities for sale into the United States.

The Guernsey Financial Services Commission (the “**Commission**”) has authorised the Fund as a “Class B” collective investment scheme under the Protection of Investors (Bailiwick of Guernsey) Law, 1987, as amended (the “**POI Law**”). It must be distinctly understood that in giving this authorisation the Commission does not vouch for the financial soundness or the correctness of any of the statements made or opinions expressed with regard to the Fund. Investors in the Fund are not eligible for the payment of any compensation under the Collective Investment Schemes (Compensation of Investors) Rules 1988 made under the POI Law.

Persons interested in acquiring shares should inform themselves as to:

- (i) the legal requirements within the countries of their nationality, residence, ordinary residence or domicile for acquiring, holding and disposing of such Shares;
- (ii) any foreign exchange restriction or exchange control requirements which they might encounter on acquisition, holding or disposal of Shares; and
- (iii) the taxation consequences which might be relevant to the acquisition, holding or disposal of the Shares.

It is the responsibility of anyone relying on this document to ensure that it is the most current version and that no revisions or corrections have been made.

The attention of prospective investors is drawn to the fact that the investments of the Fund in immovable property will be long-term and of a relatively illiquid nature. Property is also cyclical in terms of movements in capital value. The acquisition of Shares in the Fund should therefore in turn be regarded as a medium to long-term investment subject to the same conditions. Income generated by the Fund may fluctuate and no representation or warranty is made as to the level of returns experienced by investors in the Fund. The level of returns received by investors in previous years should not be used as a guide to future returns. **Please refer to the “Risk Factors” set out on page 8 for a discussion of the risks associated with an investment in the Fund.**

Application forms from prospective investors wishing to subscribe for Participating Shares (other than Participating B Shares) must be received by or on behalf of the Fund together with the relevant bank draft or cheque or a telegraphic transfer of funds no later than 5.00pm (Guernsey time) on the Business Day prior to the relevant subscription day. Currently, no Participating B Shares are available for subscription. Application forms in respect of Participating Shares are available from Northern Trust International Fund Administration Services (Guernsey) Limited, the Fund’s Administrators on request by writing to PO Box 255, Trafalgar Court, Les Banques, St. Peter Port, Guernsey GY1 3QL or on the Fund’s website at www.glanmore.com.

This document constitutes scheme particulars prepared in accordance with the Class B Rules issued by the Commission pursuant to the POI Law.

THE WHOLE OF THIS DOCUMENT SHOULD BE READ.

1 August 2011

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DEFINITIONS

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

“Accounting Period”	each period of twelve months ending on 31 December in each year.
“Administrator”	Northern Trust International Fund Administration Services (Guernsey) Limited.
“Admission”	Admission of the Shares to listing on the Official List and to trading on the Main Securities Market.
“Articles”	the memorandum and articles of incorporation of the Fund as amended or replaced from time to time.
“Business Day”	a day other than a Saturday, Sunday, a public holiday or bank holiday in Guernsey.
“Class B Rules”	the relevant rules governing the operation of open-ended funds as issued by the Commission pursuant to the POI Law.
“Commission”	the Guernsey Financial Services Commission.
“Companies Law”	the Companies (Guernsey) Law 2008, as from time to time amended, consolidated or replaced and every ordinance, act and regulation promulgated thereunder for the time being in force.
“Custodian”	Northern Trust (Guernsey) Limited.
“Directors” or “The Board”	the Directors of the Fund.
“Deutsche Bank” or “Deutsche Bank Group”	Deutsche Bank A.G. its branches and its global affiliates.
“Executive Directors”	Mr R. L. Court, Mr L. Hilton and Mr A. C. Pickford.
“Front End Fee”	an amount not exceeding 5% of the Net Asset Value.
“Fund”	The Glanmore Property Fund Limited.
“FSMA”	the UK Financial Services and Markets Act 2000.
“Gross Asset Value”	the gross value of the property assets and uninvested cash held by the Fund from time to time.
“Irish Stock Exchange”	the Irish Stock Exchange Limited.
“Lock-In Period”	has the meaning given to it on page 16 of this Prospectus.
“Main Securities Market”	the regulated market of the Irish Stock Exchange.
“Manager” or “TAMIL”	Tilney Asset Management International Limited.

“Net Assets”	the net assets of the Fund from time to time as determined in accordance with the Articles.
“Net Asset Value”	the value of all the assets of the Fund, less all the liabilities of the Fund from time to time as determined in accordance with the Articles.
“Net Asset Value per Share”	the Net Asset Value divided by the number of Shares then in issue or deemed to be in issue.
“Net Initial Yield”	the net annualised income receivable at the time of acquisition of a property, divided by the gross cost of acquiring the property, expressed as a percentage.
“Nominal Share”	a redeemable preference share in the capital of the Fund of 0.01 pence nominal value issued as a nominal share in accordance with the provisions of the Articles.
“Offer Price”	Net Asset Value per Share plus Front End Fee (if any).
“Official List”	the Official List of the Irish Stock Exchange.
“Participating Shares”	the existing class of participating redeemable preference shares of 0.01 pence each in the capital of the Fund.
“Participating B Shares”	“B” participating redeemable preference shares of 0.01 pence each in the capital of the Fund having the rights and restrictions as set out in paragraphs 2 to 5 of the section headed “General Information” of this document.
“POI Law”	the Protection of Investors (Bailiwick of Guernsey) Law, 1987 (as amended).
“Portfolio”	the properties held by the Fund from time to time.
“Property Adviser” or “Deutsche PWM Global Real Estate”	Cardales UK Limited, trading as Deutsche PWM Global Real Estate.
“Shareholder”	a person who is registered as the holder of Participating Shares and/or Participating B Shares in the Fund as the context permits.
“Shares”	the Participating Shares and/or the Participating B Shares, as the context requires.
“Sterling”, “£” or “GBP”	pounds sterling, the currency of the United Kingdom.
“Subscription Day”	Wednesday of each week or, if not a Business Day, the next following Business Day, or such other and/or additional day or days as may from time to time be determined by the Directors in consultation with the Manager.
“Valuation Date”	the close of business on the last Business Day of each month or such other day as may from time to time determined by the Directors.
“Valuers”	Jones Lang La Salle Limited and Lambert Smith Hampton Limited.

DIRECTORS AND ADVISERS

Executive Directors

Robert Court FRICS ACI Arb (Chairman) (UK)
Southdown House, Southdown Road, Shawford, WINCHESTER, Hampshire, SO21 2BX

Anthony C Pickford FCA (Guernsey)
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Non-Executive Directors

Richard Peter Babbé LL.B (Guernsey)
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Daniel Moylan, MA (Oxon), Hon. FRIBA, IMC (UK)
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Anthony Wands KGCM MA PhD FRSA MSI (UK)
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Registered Office of the Fund

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Guernsey GY1 3QL

Administrator and Secretary

Northern Trust International Fund
Administration Services (Guernsey) Limited
PO Box 255, Trafalgar Court Les Banques
St Peter Port
Guernsey GY1 3QL

Custodian

Northern Trust (Guernsey) Limited
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Manager

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PO Box 336
Anson Court
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Guernsey GY1 3UQ

Property Adviser

Cardales UK Limited
One Lumley Street
London
W1K 6ND

Property Valuers

Jones Lang La Salle Limited
30 Warwick Street
London
W1B 5NH

Lambert Smith Hampton Limited
Regent Arcade House
19/25 Argyll Street
London W1F 7TS

Auditors

KPMG Channel Islands Limited
Chartered Accountants
20 New Street
St Peter Port
Guernsey GY1 4AN

Bankers in Guernsey

Royal Bank of Scotland International Limited
St Peter Port
Guernsey GY1 1BR

Legal Advisers to the Fund in Guernsey

Carey Olsen
Carey House, Les Banques
St Peter Port
Guernsey GY1 4BZ

Listing Sponsor at the Irish Stock Exchange

McCann FitzGerald Listing Services Limited
Riverside One
Sir John Rogerson's Quay
Dublin 2 Ireland

in the United Kingdom

The Royal Bank of Scotland plc
Corporate Banking London
9th Floor
280 Bishopsgate
London EC2M 4RB

INFORMATION ON THE FUND

The Glanmore Property Fund Limited was incorporated with limited liability in Guernsey and registered on 8th November 1996 (registered number 31660) under the provisions of The Companies (Guernsey) Law 1994. On 19th August 2005 the Fund's scheme particulars were amended to reflect the change from closed-ended to open-ended status. On the same day the Fund was authorised as a Class 'B' Collective Investment Scheme by the Commission under The Protection of Investors (Bailiwick of Guernsey) Law, 1987, as amended.

INVESTMENT SUMMARY

The purpose of the Fund is to provide private and institutional investors (including pension funds) with a professionally managed means of participating in the higher yielding sector (measured by Net Initial Yield) of the UK commercial property market combined with the potential for capital growth. The Fund acts as a pooled investment medium for its Shareholders.

The Fund has acquired a diversified portfolio of commercial properties in the retail, retail warehouse, office and industrial warehouse sectors of the UK market so that Shareholders can enjoy the attractive rental yields available in those markets as well as any future expected rental and capital value growth.

Investment decisions are made by the Board advised by the Manager and will reflect the long term objective to maximise total return made up of rental income plus capital appreciation. The Fund has appointed Cardales UK Limited (trading as Deutsche PWM Global Real Estate) as its property adviser. For detailed information on the investment decision-making process see page 6.

The Property Adviser is responsible for the overall management of the properties. This includes arranging for regular maintenance to keep the fabric of the buildings in good order, prompt rent collection and maintaining good relationships with the tenants, as well as offering pro-active property management advice.

The value of the Fund's investments is reflected in the value of the Shares which will be mainly dependent upon an independent valuation of the investment properties undertaken by one of the Valuers (further details of which are outlined under "The Valuer" on page 15).

INVESTMENT STRATEGY

(a) Property Running Yield Considerations

It is the opinion of the Directors and the Manager that whilst the Fund's Portfolio should contain certain investments that are designed to provide medium term capital growth, it should also contain properties purchased because of their relatively high Net Initial Yield, as well as their capital growth potential.

(b) Consideration of Lease Terminations

The Directors, with the advice of the Manager intend to space the termination of leases so that income at risk is minimised. By careful planning when acquisitions are made, the Directors will consider the termination dates and tenant's break-dates of the occupational leases and will plan these to be spread such that the Fund does not risk losing several tenants (and therefore too much income) at any one point of time in the future.

(c) Enhanced Value

An element of the Fund's acquisition strategy is to acquire some properties which require pro-active asset management, with the intention of adding value to the Portfolio, in addition to the effect of any market driven yield shift, although it is expected that in the current environment, the opportunities to add value in such a manner are limited.

(d) Tax Implications

With careful forward planning, the Directors will seek to reduce or relieve the UK tax liability on the Fund's investment income by the proper and legitimate use of capital allowances.

(e) No Hedging

The Fund will not engage in hedging in respect of foreign exchange risks, although it may engage in hedging interest rate risk.

INVESTMENT POLICIES

As a result of the advice which has been given by the Manager, the following investment policies have been adopted by the Fund to achieve the objective set out as above:

- (a) Whilst the Directors recognise the importance of capital growth in the Fund's investment portfolio, they also seek to acquire properties which have a comparatively high Net Initial Yield.
- (b) In light of the fact that commercial leases are becoming shorter and that the risk of the Fund having unoccupied premises in its portfolio is thereby increased, investments are selected to ensure that the income reduction risk to the Fund of leases terminating without renewal is spread over time.
- (c) The Fund will allocate part of its assets to the purchase of properties that require intensive management by the Property Adviser where there is the potential to enhance value, although it is expected that in the current environment, the opportunities to add value in such a manner are limited.
- (d) The Fund is so managed as to maximise the use of available tax reliefs and allowances.
- (e) The Fund will use borrowing to fund acquisitions where it is satisfied that the overall yield from particular prospective acquisitions is or will be greater than the cost of the borrowing required for that particular acquisition or when the leveraging produces additional capital gains. The Manager therefore believes that in addition to the use of its own resources, the Fund should employ external financing as a source of capital, subject to the borrowing limits set out on page 32.
- (f) No acquisitions shall be made where material redevelopment or refurbishment is required, unless a tenant has been secured before any binding commitment to refurbish or redevelop has been entered into by the Fund and therefore the Fund does not engage in speculative development.
- (g) Policies are subject to review from time to time in the light of prevailing economic circumstances, and any changes are notified to the Shareholders of the Fund in the Directors' report which accompanies the Fund's annual accounts. The Directors' report is circulated to Shareholders not less than 14 days before each annual general meeting.

INVESTMENT CRITERIA

The Directors, having considered the advice given by the Manager, and in the light of the investment policies adopted by the Fund, have adopted the following broad investment criteria which apply to the Gross Asset Value of the Fund at any given time:-

- (a) No individual investment shall represent more than 15% of the Gross Asset Value of the Fund (including any adjacent or contiguous property).
- (b) Investments shall be in the retail, retail warehouse, office, leisure or industrial/warehouse sectors, located within the United Kingdom.

No more than 10%, in aggregate, of the Fund's Gross Asset Value may be invested in property which has a leasehold period of less than 60 years remaining at the time of listing or, if later, at the time of acquisition.
- (c) Net Initial Yield should (unless the Directors in their discretion otherwise determine) represent at least 5% return on the gross acquisition price.
- (d) In order to provide the possibility of achieving a better overall return from the Portfolio, up to 30% of the Gross Asset Value of the Portfolio may be held in special situations, which do not fall within the above criteria, subject to the limit of 15% on any individual investment as described above. These may include a

good quality building in a good location but let to a tenant of average covenant strength or an average quality building in a good location let to a tenant of above average covenant strength. Other circumstances may include over-let buildings, short leases, partly-let buildings, or buildings held on a ground lease.

The Directors believe that whilst property investments of this type tend not to be favoured by institutional investors, provided they are carefully managed, the Fund may benefit from a higher yield than is likely to be available from the properties comprising the remainder of the Portfolio and the risk to the Fund should be reduced by the active involvement of the Manager in management the Fund's Portfolio.

- (e) No one tenant (other than UK Central Government) should normally be permitted to occupy, at the time of the acquisition of the investment or investments in operation, property representing more than 15% of the gross value of the Fund's rental income.
- (f) No more than 25%, in aggregate, of the Gross Asset Value of the Fund may be invested in property which does not produce rental income or which is in the course of, or requires, substantial redevelopment. Redevelopment for this purpose shall mean any development or refurbishment activity carried out on property with a view to materially enhancing the value or changing the use of that property, with the benefit of pre-letting agreements in place.
- (g) No more than 25%, in aggregate, of the Gross Asset Value of the Fund may be invested in property which is let on a short term basis (being less than one year).
- (h) The Fund is also subject to the following investment criteria, which will apply to any investment at the time when the investment is made:
 - (i) No more than 20% of the Gross Asset Value of the Fund may be lent to or invested in the securities of any one issuer or may be exposed to the creditworthiness or solvency of any one counterparty.
 - (ii) None of the Gross Asset Value of the Fund will be invested directly in physical commodities other than real property.
 - (iii) Borrowing or leverage must not exceed 65% of the Gross Asset Value of the Fund.

The investment criteria outlined above shall apply at the time that each investment is made and shall not be considered to be breached by virtue of appreciations or depreciations in the value of any property which are outside the control of the Fund and/or the Manager. Although Shareholders were requested at a general meeting of the Fund held on 25 September 2008 to authorise an increase in the borrowing limit under the Articles from 65% to 75% of the value from time to time of the real property investments of the Fund, and that authority was given at that general meeting, the authority was requested to facilitate the refinancing of the Fund's banking facilities by allowing the higher percentage of the Gross Asset Value of the Fund that borrowings may represent from time to time as a result of depreciations in the value of properties in the Fund's Portfolio to be accommodated.

Any enhancement or other expenditure incurred by the Fund on any property will be taken into account in calculating these investment criteria. In addition, the Manager will have regard to these investment criteria when considering changes to the Portfolio.

RISK FACTORS

Before making any investment decision with respect to the Shares, any prospective investors should consult their professional advisers and carefully review and consider any decision to invest in the Fund in light of the risk factors discussed below and in the “Conflicts of Interest” section on page 20.

Attention is drawn to the following specific risk factors. The following risk factors are not, and do not purport to be, a comprehensive summary of all the risks associated with an investment in the Shares or in respect of the Fund generally. Rather, the following are only certain particular risks to which the Fund is subject that the Fund wishes to encourage prospective investors to discuss in detail with their professional advisers.

BUSINESS RISKS

Risks of Real Estate Investments

Investments in real estate are subject to various risks, including but not limited to adverse changes in economic conditions, adverse local market conditions, the financial conditions of tenants, buyers and sellers of properties, changes in availability of debt financing, changes in interest rates, real estate tax rates and other operating expenses, environmental laws and regulations, zoning laws and other governmental rules and fiscal policies, environmental claims arising in respect of real estate acquired with undisclosed or unknown environmental problems or as to which inadequate reserves had been established, energy prices, changes in the relative popularity of property types and locations, risks due to dependence on cash flow, risks and operating problems arising out of the presence of certain construction materials, as well as acts of God, uninsurable losses and other factors which are beyond the control of the Fund Manager. These risks, either individually or in combination may cause either a reduction in the income or an increase in operating and other costs which may materially affect the financial position and returns of specific Fund investments and the Fund generally.

Exposure to the cyclical property market, the current general downturn in the property market and the wider economy as well as any future downturn.

The property market is cyclical in nature and relates to the condition of the economy as a whole. The value of the Fund’s assets is dependent on general economic conditions as well as the condition of the commercial property markets. Deteriorating economic conditions adversely affect the value of the Fund’s property assets. In addition, negative economic conditions have also had, and are likely to continue to have, a material adverse effect on the Fund’s rental revenues and, by impairing its ability to dispose of properties, its available cash. The property markets have recently been adversely impacted by the ongoing global banking crisis, the property values, including the value of commercial property, demonstrating substantial and continuing declines. The Fund cannot predict for how long economic conditions will continue to impact these markets adversely, or to what degree economic conditions will deteriorate further, but it expects the value of commercial property to reduce further during the current downturn, and that those reductions could be substantial. Continuing declines in the performance of national economies or the UK commercial property markets could have a negative impact on consumer spending, levels of employment, rental revenues and vacancy rates, and as a result have a material adverse effect, over the longer term on the Fund’s business, financial condition and results of operation.

A failure by the Fund to manage its portfolio in line with movements in the property market cycle could have an adverse impact on its financial performance. The Fund expects the current general downturn (including any continuation or exacerbation of the current downturn), and any future downturn, in the commercial property market to have a material adverse effect on its business, financial condition and results of operations. For example, such adverse effects could be manifested by any, all or a combination of: reducing property valuations, decreasing rental values, difficulties in selling properties at acceptable values or at all and increasing voids and tenant defaults.

Leasing Risks

In certain circumstances, the Fund may acquire property that is not leased (i.e. does not produce income) or existing leases on investment properties already held by the Fund may expire or terminate. As the value of real estate acquired by the Fund may depend to a significant degree on the leasing income it generates, if the Fund holds unleased investment properties, this may cause the valuation of properties acquired for the Fund to decrease. If investment properties cannot be released or are released at a lower rent than anticipated, there is a risk that the returns from such investments will be low or that the investment may need to be sold, potentially at a loss.

Renovation Risks

Whilst the Fund does not engage in speculative development, properties acquired by the Fund may require renovation in order to meet the investment objectives of the acquisition. Renovation activities involve the risk that construction may not be completed within budget or on schedule because of cost overruns, work stoppages, shortages of building materials, the inability of contractors to perform their obligations under construction contracts, defects in plans and specifications or other factors. Any delay in completing the renovation of a property may result in increased interest and construction costs and the potential loss of previously identified tenants.

Abort Costs

The nature of real estate acquisitions and disposals may mean that considerable expense may be incurred without the completion of an acquisition, disposal, or leasing of a real estate property. For example, the Fund may incur costs on undertaking due diligence in relation to potential acquisitions that do not proceed. In addition, conditions precedent may not be satisfied and transactions may be aborted after material expense has been incurred. All such expenses will be payable by the Fund and may reduce the returns that would otherwise be received by a Shareholder.

Financial Condition of Tenants

A tenant of acquired properties may experience, from time to time, a downturn in its business which may weaken its financial conditions and result in the failure to make rental payments when due. No assurance can be given that tenants will continue to make rental payments in a timely manner. The failure of tenants to meet rental obligations on the Fund's assets may adversely affect the Fund's operating cash flow and value of its investments.

Leverage and risks relating to the Fund's substantial indebtedness

The Fund may use a substantial amount of indebtedness in connection with its investments and such indebtedness may represent up to 65% of the Gross Asset Value of the Fund at the time that each investment is made. Furthermore, by virtue of appreciations or depreciations in the value of the Fund's properties, such indebtedness may increase over and beyond 65% of the value from time to time of the real property investments of the Fund due to fluctuations in the value of such investments. Although Shareholders were requested at a general meeting of the Fund held on 25 September 2008 to authorise an increase in the borrowing limit under the Articles from 65% to 75% of the value from time to time of the real property investments of the Fund, and that authority was given at that general meeting, the authority was requested to facilitate the refinancing of the Fund's banking facilities by allowing the higher percentage of the Gross Asset Value of the Fund that borrowings may represent from time to time as a result of depreciations in the value of properties in the Fund's Portfolio to be accommodated and was not to permit additional investments to be made by the Fund.

This indebtedness will increase the exposure of such investments to adverse economic factors such as significantly rising interest rates, severe economic downturns or deterioration in the condition of the investment or its corresponding market. In the event an investment is unable to generate sufficient cash flow to meet principal and interest payments on its indebtedness, the value of the Fund's equity investment in such investment could be significantly reduced or even eliminated.

The Fund currently has a substantial level of indebtedness. The Fund may, over the longer term, be unable to generate sufficient cash flow, or to obtain sufficient funding, to satisfy its obligations to service its indebtedness. The Fund's ability to generate cash flow to make scheduled payments on its indebtedness over the longer term will depend on its future financial performance, which will be affected by a range of economic, competitive and business factors, many of which are outside of the Fund's control.

The Fund's substantial level of indebtedness could have important consequences including but not limited to:

- requiring the Fund to use a significant portion of cash flow to service its debt obligations, thereby reducing financial flexibility and cash available to satisfy redemptions or pay dividends to shareholders over the longer term;
- the potential for changes in the credit ratings of the Fund's debt to affect negatively the cost, terms, conditions and availability of future financing;

- over the longer term, limiting the Fund's ability to borrow additional amounts for capital expenditures, acquisitions and developments or debt service requirements;
- limiting the Fund's ability to take advantage of acquisition opportunities arising from the decline in commercial real estate prices; and
- increasing the Fund's vulnerability to general adverse economic and industry conditions including increases in interest rates and credit spreads.

Any or a combination of these consequences could have a material effect on the Fund's business, financial condition, results of operations or future prospects.

Further details of the current banking facilities of the Fund are set out in the section headed "Material Contracts" under "General Information" of this document.

Inherent subjectivity of, and uncertainty relating to, property valuation

The valuation of the Fund's Portfolio is inherently subjective due to, among other factors, the individual nature of each property, its location and the expected future rental values from that particular property. As a result, the valuations the Fund places on its Portfolio, which account for most of the Fund's assets, are subject to a degree of uncertainty and are made on the basis of assumptions which may not prove to be accurate, particularly in periods of volatility or low transaction flow in the commercial property market, as has recently been the case.

In addition, the valuations stated in any valuation reports of the Fund's Portfolio prepared from time to time speak only at their date and market volatility since the date of the report and over the longer term may cause significant further declines in the value of the Fund's properties. Assessing property valuations is inherently more uncertain in current market conditions as there is a more limited number of comparable transactions against which to assess the value of a particular property. It is likely therefore that, in the current environment, commercial property prices and values may continue to be subject to heightened volatility and may continue to decline significantly over the longer term. There can be no assurance that the valuations of the Fund's properties from time to time reflect actual prices that could be achieved on a sale, even were any such sale to occur shortly after the relevant valuation date, or that a sale could be achieved at all.

Reliance on the Manager and the Property Adviser

The Manager provides asset management services and acquisition and origination services to the Fund. The Property Adviser carries out certain property related services in respect of the Fund. Shareholders therefore will not be able to make any investment decisions on behalf of the Fund. Whilst the Manager and the Property Adviser are dependent on the efforts of their officers, employees and agents, there can be no assurance that each will be able to retain the officers, employees and agents who may be critical to the performance of its obligations or to implement successfully the strategies that the Fund intends to pursue.

INVESTMENT RISKS

Lack of Public Market for Shares

Although the Shares are (or, in the case of Participating B Shares, will be) admitted to listing on the Official List and to trading on the Main Securities Market of the Irish Stock Exchange, they represent illiquid investments and investors may not be able to resell their Shares at all. Shares should not be acquired by investors who are seeking to commit their funds in the short term only. The Directors do not anticipate an active secondary market developing in respect of the Shares.

Redemption

Due to the illiquidity of investment properties held by the Fund and because the Fund's investment strategy does not contemplate the maintenance of a large pool of liquidity, the cash resources immediately available to meet Share redemption applications accepted by the Fund may be limited. If redemption requests on any Subscription Day exceed the cash resources available, properties may need to be sold in order to redeem Shares. Land and buildings may be difficult to sell and as a consequence there may be times when the Shares cannot be redeemed immediately even if the Directors accept applications to do so. The Director may postpone or suspend redemptions in accordance with the

Articles, in which case Shareholders may have to wait for a considerable length of time before their redemptions are effected.

Charges and expenses in connection with the Fund are not made uniformly throughout its life and it is possible that a Shareholder may not receive back the full amount of his investment especially if it is redeemed within one year. Redemptions are effected at a price calculated by reference to Net Asset Value on the Valuation Date immediately prior to the Subscription Day on which the redemptions are actually effected. As such, Shareholders who make redemption requests which were or have been postponed or suspended may find that their Shares are redeemed at a price that is lower than the price they would have been paid (had there been no postponement or suspension of redemptions).

Changes in Applicable Law and Regulation

The Fund must comply with various legal and regulatory requirements, including requirements imposed by securities law and company law in the Bailiwick of Guernsey. Should any relevant laws or regulations change over the life of the Fund, the legal requirements to which the Fund and/or the Shareholders may be subject could differ materially from current requirements. No assurance can be given that future legislation, administrative rulings or court decisions will not adversely affect the operation of the Fund, an investment in the Fund or the ability of the Fund to make cash distributions to Shareholders.

Sale of interests may be subject to foreign legal restrictions

The offer and sale of Shares in certain jurisdictions may be restricted by law. Investments in the Fund may involve legal requirements, foreign exchange restrictions and tax considerations unique to each Shareholder. The Fund makes no representations with respect to whether any Shareholder is permitted to hold such Shares. Prospective Shareholders should consult their own legal and tax advisers regarding such considerations prior to making an investment decision.

Interest rate and hedging risks

Changes in interest rates may adversely affect the Fund's investments. Changes in the level of interest rates can affect the Fund's income by affecting the spread between the income on its assets and the expense of its interest-bearing liabilities, as well the Fund's ability to realise gains from the sale of assets. Interest rates are highly sensitive to factors such as governmental, monetary and tax policies, domestic and international economic and political considerations, fiscal deficits, trade surpluses or deficits, regulatory requirements and other factors beyond the control of the Fund.

The Fund may finance its activities with variable rate debt and its performance may be affected adversely if the Fund does not or is unable to limit the effects of changes in interest rates on its operations by employing an effective hedging strategy, including engaging in interest rate swaps, caps, floors or other interest rate contracts, or buying and selling interest rate futures or options on such futures. Should the Fund so elect (and it will be under no obligation to do so), the use of these derivative instruments carries certain risks, including the risks that losses on hedge position will reduce its earnings and the proceeds available for distribution to Shareholders, and indeed, that such losses may exceed the amount invested in such derivative instruments. There is no perfect hedge for any investment, and a hedge may not perform its intended purpose of offsetting losses on a given investment.

MANAGEMENT AND ADMINISTRATION

BOARD OF DIRECTORS

The Board currently has three Executive Directors and five Non-Executive Directors. Each of the Executive Directors, following advice received from the Manager, has responsibility for the investments acquired by the Company. Although each of the Directors will review the proposed investments, advised by the Manager, all investment decisions are effected by a majority of the Executive Directors.

Richard Babbé LL.B Advocate (Guernsey)

Born in Guernsey in 1950, Mr Babbé is a Barrister of Inner Temple and an Advocate of the Royal Court of Guernsey. He was a Non-elected member of the Board of the Commerce and Employment Department of the States of Guernsey from 2004 until 2008 and is currently a Non-executive director of a number of Guernsey insurance companies and other trading companies. He has been Chairman of the Guernsey Renewable Energy Commission since November 2008. He was the Managing Partner of the Guernsey law firm Babbé Le Pelley Tostevin until May 2004. He is also a Director of The British Real Estate Fund Limited.

Robert Court (Chairman) FRICS ACI Arb (UK)

Born in 1951, Mr Court is a Chartered Surveyor. He entered the surveying profession in 1969 and in 1973, having qualified as an Associate of The Royal Institution of Chartered Surveyors, he joined the estates department of BOAC in London. In 1978 he became an equity partner in a private practice, based in Hampshire, where he was responsible for commercial valuation and landlord and tenant matters. The practice was purchased by General Accident plc in 1987 and Mr Court was instrumental in developing a separate commercial surveying subsidiary, which became known as Cardales (now Deutsche PWM Global Real Estate). He was appointed Chief Executive of this subsidiary, reporting directly to the main board of General Accident plc. A management buy-out occurred in December 1998 and Mr Court was the Chief Executive of Cardales UK Limited until December 2007. Cardales UK Limited was acquired in February 2004 by Tilney Holdings Limited which was in turn acquired by the Deutsche Bank Group in December 2006. Until December 2009, Mr Court was Global Head of Real Estate and Infrastructure within the private wealth management division of Deutsche Bank. Mr Court also serves on the Boards of The British Real Estate Fund Limited and its associated feeder funds (Guernsey) and GlanEuro UK Property Fund plc (Eire). He is a Member of the Governing Council of the University of Durham.

Daniel Moylan MA (Oxon), Hon. FRIBA, IMC (UK)

Born in 1956, Mr. Moylan is a former investment banker and diplomat. After leaving university, he joined H.M. Diplomatic Service and worked in South Africa. From 1982 to 1987 he was an investment banker with NatWest and Security Pacific Hoare Govett. Since 1988 he has been a provider of financial products and markets training to the banking sector in the UK and overseas. He holds the Investment Management Certificate from the UK Society of Investment Professionals. He is also since 1990 a member of the Royal Borough of Kensington and Chelsea Council and he has been Deputy Leader of the Council since 2000. He is currently Cabinet Member for Planning Policy. From 2000 to 2006, he was Vice Chairman and from 2006 to 2009 he was Chairman of London Councils Transport and Environment Committee. He was appointed a member of Transport for London in 2008 and became Deputy Chairman in February 2009. He is also a member of the London Waste and Recycling Board since 2008. He is a Trustee of the London Transport Museum and Chairman of Tube Lines Holdings. He has won personal awards from the Commission on Architecture and the Built Environment and from Robert Gordon University for his success in promoting outstanding public realm design and was elected an Honorary Fellow of the Royal Institute of British Architects in October 2007. He has been, since 2005, a Director of The British Real Estate Fund Limited.

Anthony C Pickford FCA (Guernsey)

Born in 1953, Mr Pickford qualified as a Chartered Accountant in 1976 and also as a qualified Insolvency Practitioner. He moved to Guernsey in 1978 and became Managing Director of the Mercator Group in 2000 and in 2004 he became the Chairman. He was, from 1986, a partner of Chandlers Limited, a Guernsey based trust and accountancy business. He retired from these companies on 31 March 2008. He is a director of The British Real Estate Fund Limited and its associated feeder funds (Guernsey), The Glanmore Property Fund Limited and its associated feeder funds (Guernsey) and a director of various other regulated entities in Guernsey.

Anthony Wands KGCM MA PhD FRSA MSI (UK)

Born in 1956, Mr Wands is an employee of the Deutsche Bank Group since May 2007 and was Head of Private Client legal services at Gaby Hardwicke, English Solicitors from 2006 until May 2007. Mr Wands is also a Director of Nova Investment Management Ltd. (Guernsey) since 2005 and was previously a director of London quoted Premier High Income IT plc and Schroder Split Capital Investment Trust plc. In the commercial property arena he is since 2004, a Director of The British Real Estate Fund Ltd and the Glanmore Property Fund Ltd. Since 2006, he is a Director of the associated feeder funds of the British Real Estate Fund Ltd (Guernsey), The GlanEuro Property Fund plc (Eire) and the associated feeder funds of the Glanmore Property Fund Limited (Guernsey). He currently sits on the FTSE Private Client Index Committee. Mr Wands is a Member of the Securities Institute, a Fellow of the Royal Society of Arts, and is Visiting Professor at the School of Finance and Law, Bournemouth University.

Prior to these appointments, Mr Wands was Managing Director of Thesis Asset Management plc from 1993 to 2005. He was also previously Managing Director of Pastor Alliance SA and an Executive Director of UBS Phillips & Drew as well as having held other senior City appointments. Mr Wands is a former Director of the Association of Private Client Investment Managers and Stockbrokers (UK) and also a former Adviser to the Spanish and Portuguese governments and was a founder and Chairman of the Association of Solicitor Investment Managers.

THE MANAGER

Tilney Asset Management International Limited (“TAMIL”)

The Fund has appointed Tilney Asset Management International Limited as Manager pursuant to the Management Agreement dated 17 December 2003 (further details of which are outlined under “Material Contracts” on page 34). Under the Management Agreement TAMIL works in collaboration with the Board of Directors (who retain all executive powers) and provide general management functions, logistic support, marketing, general and specialist investment advice and all strategic services for the Fund’s development. TAMIL also oversees all third party services supplied to the Fund.

The Manager was incorporated in Guernsey on the 3rd July 2001 and is part of the Deutsche Bank group of companies. The Directors of the Manager are Keith Johnson, Stefan Molter, David Preston, Andreas Tautscher, and Scott Dobbie and details of its registered office appear on page 3. The Manager is licensed by the Guernsey Financial Supervision Commission to promote and manage open-ended collective investment schemes.

When the Fund was launched no manager was appointed. Various functions of the existing Manager were delegated to a number of service providers by the Fund. However in July 2001 Thesis Asset Management International Limited was appointed as the manager of the Fund. This company became a wholly owned subsidiary of Cardales UK Limited (trading as Deutsche PWM Global Real Estate) in 2003 and, upon the acquisition of Cardales UK Limited by the Tilney Group in 2004, the manager changed its name to Tilney Asset Management International Limited. Tilney Group was in turn acquired by Deutsche Bank in December 2006. As at 30 April 2009, TAMIL manages property funds with an aggregate gross value in the region of £280 million.

The Manager has delegated certain administrative functions to the Administrator and the property management and strategic asset management functions to the Property Adviser.

THE PROPERTY ADVISER

Cardales UK Limited (trading as Deutsche PWM Global Real Estate)

The Fund has also appointed Deutsche PWM Global Real Estate as property adviser pursuant to the Property Advice Agreement dated 10 December 2003 (further details of which are contained under “Material Contracts” on page 34). Under the Property Advice Agreement, the Property Adviser provides, directly to the Directors of the Fund, advice on all property issues, including, in particular, the identification, recommendation and negotiation of suitable property investments and also for the disposal of property assets from time to time.

The Property Adviser is a member of the same corporate group as the Manager and details of its business address appears on page 3.

The Property Adviser is a firm of Chartered Surveyors based in Central London, which employs approximately 28 staff. It was founded in the late 1930s and now specialises in the provision of investment agency and asset and fund

management services to property funds. The investment agency team have developed a wide network of contacts throughout the UK and an in depth knowledge of the commercial property investment market. Over the last 12 months the firm has transacted, on behalf of various property funds, properties with an approximate value in excess of £700m, across the UK.

THE ADMINISTRATOR

Northern Trust International Fund Administration Services (Guernsey) Limited

TAMIL has appointed Northern Trust International Fund Administration Services (Guernsey) Limited as Administrator pursuant to the administration agreement dated 30 March 2007 (further details of which are outlined under “Material Contracts” on page 34). Under the administration agreement the day-to-day administration, secretarial and registrar functions have been delegated to the Administrator. The Administrator is also responsible for preparing the Net Asset Value on each Valuation Date, as well as bid and offer pricing.

The Administrator is the designated manager for the purposes of the Class B Rules. The Administrator is licensed by the Guernsey Financial Services Commission under the Protection of Investors (Bailiwick of Guernsey) Law, 1987 (as amended) to provide administrative and other services to collective investment schemes and was incorporated in Guernsey on 29 May 1986. Details of its registered office appear on page 3. The Administrator is a wholly-owned indirect subsidiary of Northern Trust Corporation, a corporation established in the USA.

THE CUSTODIAN

Northern Trust (Guernsey) Limited

The Fund has appointed Northern Trust (Guernsey) Limited as Custodian pursuant to the custodian agreement (further details of which are outlined under “Material Contracts” on page 34).

Under the Custodian Agreement the Custodian has responsibility for the safe-keeping of the assets of the Fund. The Fund has invested in real property through a series of special purpose companies and property unit trusts (“SPV’s”). The real property is registered directly in the name of the relevant special purpose company or the trustee of the relevant unit trust and documents of title may be held by the lending bank as security for its loans subject to the banking arrangements summarised on page 27 of this Prospectus. In these cases, the Custodian will hold the shares or units in the SPV’s. Generally, the Custodian receives monthly bank statements for the cash accounts of each of the SPV’s and verifies with the UK Land Registry on a periodic basis that each property continues to be registered in the name of the relevant SPV.

Sub-custodians may be appointed by the Custodian from time to time, provided that the Custodian shall exercise reasonable skill, care and diligence in the selection of suitable sub-custodians, and shall satisfy itself as to the ongoing suitability of any sub-custodians selected by it to provide custodial services to the Fund. The Custodian will also maintain an appropriate level of supervision over the sub-custodians and will make appropriate inquiries periodically to confirm that the obligations of the sub-custodians continue to be competently discharged. Any sub-custodian appointed will, subject to prior approval of the Fund, be paid at normal commercial rates by the Fund.

The Custodian shall not be liable in the event of the loss of any assets held by a sub-custodian provided that such sub-custodian acted in the absence of fraud, negligence or willful default.

The Custodian was incorporated with limited liability in Guernsey on 19 September 1972 and is wholly-owned indirect subsidiary of Northern Trust Corporation, a corporation established in the USA. The Custodian has an issued and fully paid up share capital of £10 million and provides a full range of banking and custodial services. The Custodian is licensed by the Guernsey Financial Services Commission to act *inter alia* as custodian or trustee of Guernsey based collective investment schemes and in addition is a bank licensed under the provisions of the Banking Supervision (Bailiwick of Guernsey) Law, 1994. Details of its registered office appear on page 3.

As at 30th June 2009, the Custodian had \$ 21.4 billion of assets under custody.

The Custodian has delegated the registrar function under a separate agreement to the Administrator.

THE VALUERS

Jones Lang La Salle Limited and Lambert Smith Hampton Limited

The Fund has appointed King Sturge LLP (now Jones Lang La Salle Limited through a merger of King Sturge LLP and Jones Lang La Salle Limited with effect from 1 June 2011) and Lambert Smith Hampton Limited as independent Valuers pursuant to the valuers' appointment letters dated 13th July 2005 (as novated on 1 June 2011) and 20 July 2005 respectively (further details of which are outlined under "Material Contracts" on page 34). The Valuers are members of the Royal Institution of Chartered Surveyors in the United Kingdom.

Under the valuers' appointment letters Jones Lang La Salle Limited or Lambert Smith Hampton Limited will value the Fund's property investments on acquisition, and make subsequent valuations on a periodic basis in accordance with the Fund's Articles, and determine the value of the Fund's Portfolio. The valuations will be carried out in accordance with the Royal Institution of Chartered Surveyors Valuation and Appraisal Standards.

SUBSCRIPTION AND REDEMPTION ARRANGEMENTS

Initial Offer for Subscription

Participating Shares in the Fund were initially offered for subscription at a price of £5,000 per Participating Share during March and April 1997. None of the Participating Shares available for issue were underwritten or guaranteed.

Participating B Shares were initially offered to qualifying shareholders during the period between 27 May 2009 and 27 July 2009 at an issue price of £11.55 per share and are currently not available for subscription.

Ongoing Subscription Arrangements

Applications for subscription for Participating Shares at the Offer Price may take place on each Subscription Day in accordance with the following procedures. Shares will be issued with reference to the Offer Price ruling on the relevant Subscription Day. **Participating B Shares are currently not available for subscription.**

Ongoing Subscription for Participating Shares

The procedure for application for Participating Shares is through completion of an application form which is available on request from the Fund's Administrator or at the Fund's website at www.glanmore.com.

There is no minimum number of Participating Shares that may be the subject of an individual application for subscription and there is no minimum holding of Participating Shares. However, initial applications must be for Participating Shares to a minimum value of £5,000. Fractions of Participating Shares may be issued if appropriate.

The Directors reserve the right to reject any subscription in whole or in part.

Payment for Participating Shares is to be made in cash to the account specified below. The Directors reserve the right to accept a partial or a full contribution *in specie*. Any investment property taken *in specie* must be within the investment policy and restrictions of the Fund, and be recommended by the Property Adviser and will be valued by one of the Valuers in accordance with the valuation principles governing the Fund. Any applicant wishing to subscribe for Participating Shares by a transfer in specie of assets will be required to comply with administrative and any other arrangements for the transfer as specified by the Manager. Assets subscribed in specie will be required to be transferred to the Fund with sufficient evidence of title on or before the relevant Subscription Day on which the Participating Shares are issued in respect of the subscription.

Applications to subscribe must be received no later than 5pm (Guernsey time) on the Business Day prior to the relevant Subscription Day.

Subscription proceeds must be paid by cheque or cleared funds to the Administrator to be received on the Business Day preceding the Subscription Day.

Any interest accruing on client money accounts received by the Administrator will be retained for the benefit of the Fund.

Generally, applicants will be sent a contract note detailing the amount invested, the issue price and number of Shares issued within five Business Days of the relevant Subscription Day. Participating Shares will be issued in registered form only. Share certificates will not be issued other than pursuant to a specific request.

Redemption Arrangements

The Fund is currently in a postponement regime with regards to redemptions of Shares. Following the adoption of new articles of incorporation on 23 June 2009, the ability of Directors to postpone redemptions of such Shares until a subsequent Subscription Day has been extended from the previous not more than 12 months to up to 4 years after the Expected Subscription Day (as defined below), and the Directors have exercised such power to further extend the postponement regime.

Requests to redeem Shares (including, following the expiry of the Lock-in Period, the Participating B Shares) at the Net Asset Value per Share (which will generally be published by the Administrator not later than the fifth Business Day of the following month) must be received by the Administrator at least one month (or such other notice period as the Directors may from time to time determine) before the relevant Subscription Day for Shares to be redeemed on that Subscription Day. Redemption requests shall be made in the form of a redemption notice available from the Administrator on request together with such other completed documentation as the Administrator may require.

Redemptions can be made by facsimile instructions. However, redemption proceeds will not be paid until the receipt by the Administrator of the original executed instructions. Unless a redemption request specifies a particular number of Shares to be redeemed it will be deemed to apply in respect of the total holding of the relevant investor.

Redemption proceeds will be sent by telegraphic transfer or by cheque at the holder's risk to the address of the holder registered with the Administrator within five Business Days of the relevant Subscription Day. Redemption payments will only be made to the named holder, or in the case of joint Shareholders, to the first named Shareholder only and not third parties.

There will be no exit charge imposed except in the event of early redemption where a redemption charge of 2% of the proceeds payable on redemption may be made and deducted from the redemption proceeds payable in respect of any redemptions made prior to six months from the date the holding was originally acquired. A redemption charge of 1% of the redemption proceeds may be made in respect of any redemptions occurring between 6 and 12 months following the acquisition date of the original holding. Redemption charges shall be retained for the account of the Fund.

Participating B Shares may not be redeemed for a period of 3 years from the date of issue of such Participating B Shares (the "**Lock-In Period**"), but may be redeemed at any time (provided that the then applicable notice period with respect to written redemption requests in relation to the redemption of such Participating B Shares has expired) following the expiry of the Lock-in Period on the same terms and conditions as redemptions of Participating Shares but without any exit charge.

Shares may become subject to compulsory redemption in certain circumstances. Investors attention is drawn to the section headed Compulsory Redemption on page 31.

Redemption Policy

The Directors have determined to operate the following policy in respect of redemptions:

- (a) In usual circumstances, in order to meet redemption requests without the necessity for the Fund to sell its properties, the Fund will retain such amount as the Directors may from time to time consider appropriate not exceeding 5% of the Net Asset Value of the Fund.
- (b) If (as is currently the case) the Directors are of the opinion that it is reasonably unlikely that all Shares that are the subject of all redemption requests received by the Fund and which are due to be satisfied on the same Subscription Day (the "**Relevant Redemption Requests**") will be able to be redeemed out of the cash resources of the Fund on the Subscription Day on which the Shares that are the subject of the Relevant Redemption Requests are (but for a postponement (if any)) due to be redeemed (the "**Expected Subscription Day**") (such ability to redeem being determined after taking account of payments due to creditors of the Fund whether falling before or after the Expected Subscription Day), the Directors have power under the Articles to effect a postponement of redemption of Shares until a subsequent Subscription Day being not more than 4 years from an Expected Subscription Day. This power enables the Directors to effect the redemption of Shares

in respect of which they have received redemption requests on a piecemeal basis during the postponement period, provided that such requests must always be dealt with in the order in which they were received.

- (c) The Directors have power under the Articles to further suspend only redemptions of Shares if in the opinion of the Directors (i) it is not reasonably practicable or in the best interests of the Shareholders for the Company to realise or to dispose of the Fund's assets or (ii) there is good and sufficient reason to do so having regard to the interests of the continuing Shareholders. Such suspension will be in accordance with the relevant provisions of the Articles.
- (d) To the extent redemption requests exceed cash available to the Fund and subject to (b), (c) and (e), a suspension in dealings for the purpose of redemptions shall be declared by the Directors and the Fund will proceed with an orderly disposal of such of its real property as may be required to effect such redemptions. Redemption of the relevant Shares the subject of such requests shall take place at the Net Asset Value therefor which shall be calculated by the Administrator following realisation of sufficient property (or properties) to provide redemption monies.
- (e) Where redemption requests are received in respect of Shares in amounts such that (i) the Directors consider that the continuance of the Fund is not in the best interests of the Shareholders as a whole, and (ii) market conditions or the proportion of Net Assets represented by such requests are such that in the opinion of the Directors it would be prejudicial to Shareholders to meet redemption requests received, redemption will in any case be suspended and, if necessary, an Extraordinary General Meeting will be convened to consider a special resolution to wind up the Fund and such other proposals as the Manager may consider appropriate in the light of market conditions at the time. If such resolution is passed the Fund will then proceed with an orderly disposal of its assets and distribution of the proceeds thereof to Shareholders.

Valuation

The Net Asset Value will be calculated as at the close of business on the last Business Day of each month. Valuations of the Fund's properties will be prepared and provided to the Administrator by the Valuers for such purposes and subscription and redemption will take place on the next Subscription Day at the Net Asset Value, subject to the Front End Fee on subscription and, if applicable, a charge for early redemption, this figure will generally be available from the Administrator on request at any time after the fifth Business Day in each month, and will be published by the Financial Times on the publication day following determination by the Administrator. Following determination, the Net Asset Value per Share will immediately be notified to the Irish Stock Exchange by the Administrator. The method of valuation is set out in more detail on page 32.

Transfers

Instruments of transfer of Shares are available from the Administrator. An instrument of transfer signed by or on behalf of the transferor together with the certificate (if any) for the Shares transferred must be lodged with the Administrator. Transfers of Shares may be restricted and Shares become liable to compulsory redemption where the holding of such Shares may result in regulatory, pecuniary, legal, taxation or material administrative disadvantage to the Fund or its Shareholders as a whole. Investors' attention is drawn to section headed "Compulsory Redemption" on page 31.

Postponement of Dealings in respect of Redemptions

As described in paragraph (b) of the section headed "Redemption Policy" above, if the Directors are of the opinion that it is reasonably unlikely that all the Relevant Redemption Requests will be able to be redeemed out of the realised assets of the Fund on the Expected Subscription Day (such ability to redeem being determined after taking account of payments due to creditors of the Fund whether falling before or after the Expected Subscription Day), the redemption of such Shares may be postponed by the Directors until a subsequent Subscription Day being not more than 4 years after the Expected Subscription Day ("**Postponed Redemption Requests**").

If the Directors, in their absolute discretion, determine to redeem any Shares that are the subject of Postponed Redemption Requests during the period of postponement they shall only do so:

- (a) in the order in which the Postponed Redemption Requests were received by the Fund and or its authorised agents; and

- (b) for the purposes of paragraph (a), in the event that the Fund or its authorised agents has received Postponed Redemption Requests from more than one Shareholder simultaneously and the Fund has realised insufficient assets to enable all the relevant Shares concerned to be so redeemed, then such redemptions shall be made pro-rata to the total number of the relevant Shares held by each of the Shareholders concerned.

In the event that a request for redemption in respect of Shares is due to be satisfied at a time when there remain Shares that are the subject of Postponed Redemption Requests that are yet to be redeemed, and the Directors have not postponed the redemption of such Shares in accordance with the above Postponed Redemption Requests, the directors may at their discretion postpone the redemption of such Shares (subject to the notice period for the redemption of such Shares having expired) until a subsequent Subscription Day (being no later than the Subscription Day on which the Shares that are the subject of those Postponed Redemption Requests are redeemed). This is to ensure that redemption requests are satisfied in the order in which they are received by the Fund.

Suspension of Dealings in respect of Subscriptions and Redemptions

The Directors have power under the Articles to suspend valuation of the Shares and therefore subscriptions and redemptions of Shares if in the opinion of the Directors, it is not reasonably practicable for the Fund to realise its investments or fairly to determine their Net Asset Value or generally if it is desirable to do so in the interest of continuing Shareholders. In addition, the Directors may declare a suspension of the value of the Shares in certain circumstances described under the section headed “Temporary Suspension of Valuation” on page 32.

The Directors also have power under the Articles to suspend redemptions of Shares only if in the opinion of the Directors:

- (a) it is not reasonably practicable or in the best interests of the Shareholders for the Company to realise or to dispose of the Fund’s assets; or
- (b) there is good and sufficient reason to do so having regard to the interests of the continuing Shareholders.

Such suspension will be in accordance with the relevant provisions of the Articles.

It is not anticipated that the Directors should have need to use such powers unless market conditions or the level of requests for redemptions received and accepted by the Directors make it desirable in the interests of the general body of Shareholders that they should do so.

Investors’ attention is drawn to “Temporary Suspension of Valuation” on page 32.

ELIGIBLE INVESTORS AND “US PERSONS”

Each investor must represent and warrant to the Directors that, *inter alia*, he is able to acquire and hold Shares without violating applicable laws.

The Manager will not knowingly offer or sell Shares to any investor to whom such offer or sale would be unlawful, might result in the Fund incurring any liability to taxation or suffering any other pecuniary disadvantage which the Fund might not otherwise incur or suffer or would result in the Fund being required to register under the United States Investment Company Act of 1940, as amended. Shares may not be held by any person in breach of the law or requirements of any country or governmental authority including, without limitation, exchange control regulations.

The Fund will not be registered under the 1940 Act. Based on interpretations of the 1940 Act by the staff of the United States Securities and Exchange Commission relating to foreign investment entities, if the Fund has more than 100 beneficial owners of its Shares who are US Persons, it may become subject to the 1940 Act. The Directors will not knowingly permit the number of Shareholders in the Fund who are US Persons to exceed 75.

MEANING OF “US PERSON”

For the purpose of this document, but subject to such applicable law and to such changes as may be notified by the Manager to applicants for Shares and transferees, a US Person shall have the same meaning as in Regulation S, as amended from time to time, of the United States Securities Act of 1933, as amended. Regulation S currently defines a “US Person” as: (a) any natural person who is a resident of the United States; (b) any partnership or corporation organised or incorporated under the laws of the United States; (c) any estate of which any executor or administrator is a

US Person as defined in sub-paragraphs (a) and (b) herein; (d) any trust of which any trustee is a US Person as defined in sub-paragraphs (a) and (b) herein; (e) any agency or branch of a foreign entity located in the United States; (f) any non-discretionary account or similar account (other than an estate or trust) held by a dealer or similar fiduciary for the benefit or account of a US Person; (g) any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organised, incorporated or, if an individual, resident in the United States; or (h) any partnership or corporation (i) if organised or incorporated under the laws of any foreign jurisdiction and (ii) formed by a US Person principally for the purpose of investing in securities not registered under the 1933 Act, unless it is organised or incorporated, and owned, by accredited investors (as defined in Rule 501(a) under the 1933 Act) who are not natural persons, estates or trusts.

“US Person” does not include: (a) a discretionary account or similar account (other than an estate or trust) held for the benefit or account of a non-US Person by a dealer or other professional fiduciary organised, incorporated or, if an individual, resident in the United States; (b) any estate of which any professional fiduciary acting as executor or administrator is a US Person if (i) an executor or administrator of the estate who is not a US Person has sole or shared investment discretion with respect to the assets of the estate and (ii) the estate is governed by foreign law; (c) any trust of which any professional fiduciary acting as trustee is a US Person if a trustee who is not a US Person has sole or shared investment discretion with respect to the trust assets, and no beneficiary of the trust (and no settlor if the trust is revocable) is a US Person; (d) an employee benefit plan established and administered in accordance with the law of a country other than the United States and customary practices and documentation of such country; or (e) any agency or branch of a US Person located outside the United States if (i) the agency or branch operates for valid business reasons and (ii) the agency or branch is engaged in the business of insurance or banking and is subject to substantive insurance or banking regulation, respectively, in the jurisdiction where located.

EQUALISATION

Grouping for equalisation is permitted under the Articles.

This means that Shares purchased during an Accounting Period will contain in their purchase price an amount called equalisation which represents a proportion of the net income of the Fund already accrued up to the date of purchase. This will be refunded to holders of the relevant Shares as part of their first distribution but, for UK tax purposes, is treated as being a return of capital. Being capital, it is not liable to UK income tax or, in the case of a corporate shareholder, corporation tax and will not give rise to a chargeable gain in the hands of the Shareholder, provided the amount received is either less than £3,000 or less than 5% of the value of the relevant Share, in which case the base cost will be reduced by the amount of the equalisation payment.

The above summary concerning equalisation relates only to the tax treatment of United Kingdom tax-resident Shareholders. It does not constitute legal or tax advice to particular investors, who should consult their professional advisers on the tax treatment applicable under the laws of their country or citizenship, residence or domicile.

UK ISA STATUS

Primarily by virtue of the Fund’s open-ended structure, Shares (of either class) will not constitute “qualifying investments” for the purposes of the United Kingdom Individual Savings Accounts Regulations 1998. In consequence, Shares (of either class) cannot qualify for inclusion, or retention, within a UK individual savings account.

DISTRIBUTION POLICY

Previously, under UK tax law it was necessary for the Fund to distribute by way of dividend not less than a specified proportion of its income for each of its accounting periods in order for the Fund to qualify for certification by the UK tax authorities as a “distributing fund” and thereby enable gains realised by UK resident or ordinarily resident Shareholders on a disposal of Shares to be taxed, in general, as capital rather than as income. Following a change in tax legislation, the financial year ended 31 December 2009 is the last period to which the “distributing fund” taxation regime applies. The Fund qualified for the regime for the financial years of the Fund preceding the year ended 31 December 2009 but was not able to do so for the financial year ended 31 December 2009. Therefore UK resident Shareholders will no longer qualify for this treatment.

The Directors intend that the Fund will, so far as it is able and to the extent it is permitted by the Companies Law and the listing rules of the Irish Stock Exchange, distribute income for the Fund for each of its accounting periods. Any remaining income earned by the Fund will be retained for reinvestment.

Legislation in the United Kingdom Parliament has replaced the “distributing funds” taxation regime with a new “reporting funds” taxation regime. The significance of this change in the context of the Fund’s distribution policy is that under the proposed new “reporting funds” regime, it will no longer be necessary for the Fund to distribute any particular level of its income to Shareholders in order for the Fund to qualify as a “reporting fund”. The Directors have resolved that, at the appropriate time, and when the Fund is able to satisfy the relevant conditions, the Fund will enter into the “reporting funds” tax regime.

To the extent that a dividend may be declared, it will be paid in accordance with the provisions of the Companies Law and the listing rules of the Irish Stock Exchange.

Distributions will be paid gross on a half yearly basis as at 30 June and 31 December each year with pay dates of 1 September and 1 March respectively. Any tax liability that may arise on receipt of distributions will depend on Shareholders’ own circumstances. Please see the Taxation section on page 24 for further information about the tax treatment of an investment in the Fund.

The Fund has adopted a dividend reinvestment scheme, under which investors may elect to receive future dividends in the form of fully paid Shares. If investors so elect, their cash dividend will be applied in subscribing for new Shares and they will then be allotted such new Shares (or fractions thereof), subject to the provisions of the Articles, on the Subscription Day within two months of the relevant dividend declaration date at an Offer Price per Share equal to the Net Asset Value thereof plus one percent.

The Directors may from time to time and to varying degree incorporate in the distributed income an element of realised capital gains.

CONFLICTS OF INTEREST

Deutsche Bank is a global financial institution, of which the Manager is a part. Deutsche Bank, together with its affiliates, officers, employees and agents (for purposes of this paragraph, collectively, “Deutsche Bank”), is engaged in wholesale and retail banking, lending, equity investing, financial and merger and acquisition advisory, underwriting, investment management, brokerage, trustee, custodial, and similar activities on a world-wide basis. In addition, groups within Deutsche Bank may manage, during the life of the Fund, property portfolios with objectives similar to or overlapping those of the Fund. In the course of engaging in these activities, Deutsche Bank may be a competitor of the Fund or provide financing or other services to other competitors of the Fund. Deutsche Bank will be under no obligation to refer any opportunities to the Fund, or refrain from investing in, or providing advice or services to others with respect to, these opportunities.

Deutsche Bank has relationships with a significant number of developers, institutions and corporations and provides and will in the future provide advisory services to its clients, which may include portfolio companies and their affiliates. In the course of advising with respect to a particular transaction on behalf of the Fund, the Manager may consider those relationships and may decline to recommend an investment in view of such relationships and there may be occasions when (notwithstanding the separation of areas of confidentiality and the implementation of other accepted means for managing potential conflicts) as a result of a conflict of interest the Manager has to withdraw from acting on a particular transaction on behalf of the Fund. In providing services to its clients, Deutsche Bank may recommend activities that would compete with or otherwise adversely affect the Fund. In connection with the foregoing activities, Deutsche Bank may from time to time come into possession of information that limits its ability to make an investment, and the Fund’s investment ability may be constrained as a consequence of the Manager’s inability to use such information for advisory purposes. Deutsche Bank may also receive information that could preclude the Manager from taking actions that would be in the best interests of the Fund.

In addition, Deutsche Bank has in the past sponsored or advised, and in the future may sponsor or advise, other funds or pooled investment vehicles or separate accounts that may acquire interests in, provide financing to or otherwise deal with real estate-related assets that may be suitable investments for the Fund. Deutsche Bank may also underwrite or place real estate or real estate-related assets that may be suitable investments for the Fund. Such actions may compete, perhaps significantly, with those of the Fund. Moreover, in certain circumstances, Deutsche Bank may be selling an investment in circumstances in which the Fund is acquiring, or retaining an investment. Such activities by Deutsche Bank may materially and adversely affect the value of the Fund’s investments. Accordingly, no assurance can be given that potentially suitable real estate investments of which Deutsche Bank may become aware will be offered to the Fund, nor is there any assurance that suitable assets will not be acquired by other Deutsche Bank clients. The foregoing is not an exhaustive list of potential conflicts associated with the other activities of Deutsche Bank, and there is no assurance that investments made by Deutsche Bank or its clients will not adversely affect investments of the Fund.

The Directors, the Manager, the Property Adviser, the Custodian and the Administrator or companies with which they are associated may from time to time act as manager, property adviser, custodian or administrator in relation to, or be otherwise involved in, other funds established by parties other than the Fund which have similar objectives to those of the Fund. It is therefore possible that any of them may, in the course of business, have potential conflicts of interest with the Fund. Each will, at all times, have regard in such event to its obligations to the Fund and will endeavour to ensure that such conflicts are resolved fairly. In addition any of the foregoing may deal as principal or agent with the Fund, provided that such dealings are carried out as if effected on normal commercial terms negotiated on an arm's length basis. Notwithstanding this, the Manager will not initiate the acquisition or sale of investment properties between the Fund and any other fund that it manages. The Manager or any of its affiliates or any person connected with the Manager may invest in, directly or indirectly, or manage or advise other property funds or accounts which invest in assets which may also be purchased or sold by the Fund. Neither the Manager nor any of its affiliates nor any person connected with it is under any obligation to offer investment opportunities of which any of them becomes aware to the Fund or to account to the Fund in respect of (or share with the Fund or inform the Fund of) any such transaction or any benefit received by any of them from any such transaction, but will allocate such opportunities on an equitable basis between the Fund and other clients. In determining the Net Asset Value, the Directors may rely on valuations provided or attributed to any asset or liability by the Manager. All valuations undertaken by the Valuers in respect of investment properties will be made in accordance with the Royal Institution of Chartered Surveyors Valuation and Appraisal Standards as amended from time to time.

DATA PROTECTION AND PRIVACY

The Data Protection (Bailiwick of Guernsey) Law 2001

Pursuant to The Data Protection (Bailiwick of Guernsey) Law 2001, (the "**DP Law**") the Fund and/or the Administrator may hold personal data (as defined in the DP Law) relating to past and present shareholders. In particular:

- (a) information provided to the Administrator will be stored on the Administrator's computer system and manually;
- (b) for the purposes of the DP Law, the Administrator is required to specify the purposes for which it will hold personal data. The Administrator will only use such information for the purposes set out below (collectively, the "**Purposes**"), being to:
 - (i) process investor's personal data (including sensitive personal data) as required by or in connection with their investment in the Fund including processing personal data in connection with credit and money laundering checks on investors;
 - (ii) communicating with investors as necessary in connection with their affairs and generally in connection with their investment in the Fund;
 - (iii) providing personal data to such third parties as the Administrator may consider necessary in connection with an investors affairs and generally in connection with their investment in the Fund or as the DP Law may require, including to third parties outside the Bailiwick of Guernsey or the European Economic Area;
 - (iv) transferring personal data to other companies within the same group as the Administrator and the Investment Manager (including to any such companies which are outside the Bailiwick of Guernsey or the European Economic Area) who assist in the provision of services to investors;
 - (v) transferring personal data to other companies within the same group as the Investment Manager (including to any such companies which are outside the Bailiwick of Guernsey or the European Economic Area) who wish to use such information for marketing purposes to promote their services to investors;
 - (vi) processing personal data for the Administrator's internal administration.

By becoming registered as a shareholder in the Fund a person becomes a data subject (as defined in the DP Law) and is deemed to have consented to the processing by the Fund, the Administrator or its affiliates of any personal data relating to them in the manner described above.

Privacy

Any individual or entity in jurisdictions with applicable banking secrecy or other privacy laws may be required to waive the benefits of such laws in order to invest in the Fund. The Fund may not be bound by such laws and may require investors to provide to the Fund such additional non-public information that the Fund may request from time to time. The Fund may be forced to disclose such non-public information, personal or otherwise, to the Administrator and/or the Guernsey Financial Services Commission.

INDEMNIFICATION

The Manager, any person to whom the Manager has delegated any of its duties, the Property Adviser, the Custodian, the Administrator and their respective employees, officers and agents shall be indemnified and held harmless out of the assets of the Fund against all claims and demands, including costs and expenses arising from or incidental to such claims and demands, incurred by an indemnified party by reason of any contract entered into or in any way in discharge of its duties and obligations to the Fund, except as may arise from an indemnified party's fraud, negligence or willful act or default.

FEES

Front End Fee

All applicants for Shares in the Fund will be required to pay a maximum Front End Fee of 5% of the Net Asset Value of the number of Shares subscribed (except that no fees were payable in respect of a subscription of Participating B Shares pursuant to their initial offer period). On the issue of Shares, the Manager shall be entitled to retain, for its absolute use and benefit, a sum equal to 4.5% of the Net Asset Value of the Shares issued (or such higher percentage as may from time to time be agreed between the Manager and the Fund). Any sum received as a Front End Fee in excess of this amount shall be paid for the account of the Fund.

The Front End Fee will be deducted from the Shareholder's gross investment in the Fund and this amount will not be included in any valuation or individual performance reports provided to the Shareholder.

The Manager may rebate in whole or in part its proportion of the Front End Fee to agents (including any placement agent) as it thinks fit.

Certain investors may access the Fund by way of a feeder fund structure. Such investors will not be charged the Front End Fee but may be subject to an equivalent fee in respect of the relevant feeder fund.

Fees Payable to the Manager

The Manager shall be entitled to receive a fee (the "**Management Fee**") of 1.5% per annum of the aggregate value of the property portfolio (being the property assets but excluding cash or bank balances and accrued interest) and 0.8% per annum of the aggregate of the cash and bank balances and unutilised element of all overdraft facilities of the Fund, payable by the Fund out of the assets of the Fund. The Management Fee shall accrue daily and shall be payable within seven days of each Valuation Date. Performance reports concerning the Fund will indicate the financial performance of the Fund after the deduction all fees and charges.

Under the revised facility agreement with its main leading bank, Royal Bank of Scotland, the Manager has agreed to defer a portion of its fee to facilitate the cash flow of the Fund until a certain amount of its indebtedness under the facility has been repaid.

The Manager shall pay a proportion of the annual fee of the Administrator and the Custodian's annual fee (in the case of the Custodian's fees, subject to a maximum contribution of £15,000 per annum) under the Administration Agreement and the Custodian Agreement respectively; and pay the regular revaluation fees of the Valuers under the terms of its appointment by the Fund.

In addition to the fee payable to the Manager, the Fund shall reimburse to the Manager all reasonable expenses, costs, charges and fees incurred or to be incurred by the Manager including all reasonable expenses, costs, charges and fees in the relevant categories incurred or to be incurred by any person to whom the Manager shall have delegated any of its powers and duties in accordance with the Management Agreement and who is entitled to be reimbursed in respect of such expenses, costs, charges and fees by the Manager. The Manager shall not be reimbursed for costs such as postage, phone charges, the cost of publishing price information, fees connected with convening meetings, fees connected with maintaining a Listing and issuing a new prospectus.

The Manager may deal in Shares of the Fund without accounting for its profits (if any).

Fees Payable to the Property Adviser

The Property Adviser is entitled to receive the following fees:

- (i) An acquisition fee of 1.5% of the price paid for property (net of all acquisition costs, applicable value added tax (VAT) and any other taxes) acquired by the Fund, such fee to include charges for a building surveyor carrying out a physical inspection of the property, reporting upon condition and preparation of an assessment of re-building costs for insurance purposes.
- (ii) A disposal fee of 1.5% on the sale price achieved of property sold by the Fund.
- (iii) Specific fees such as survey work in connection with repairs and improvements, professional fees for handling rent reviews and new leasing negotiations, as well as agency fees for lettings for empty buildings, will be charged as and when required.
- (iv) All costs and expenses properly incurred on behalf of the Fund in the performance of the services.

Fees Payable to the Administrator

The Administrator will charge such fees and transaction charges as may be agreed between the Administrator and the Manager from time to time which shall be paid by the Manager from its Management Fee. In addition, the Administrator charges the Fund an acquisition fee of £2,000 per property (£4,000 if purchased through a corporate structure), a property disposal fee of £1,500 per property (£2,500 if disposed of through a corporate structure) and an annual fee of £12,000 per special purpose vehicle administered by the Administrator on behalf of the Fund which is reduced to an annual fee of £4,500 if inactive. The Manager shall reimburse the Administrator with expenses incurred by the Administrator in connection with the performance of its services including the cost of facsimile, photocopying, courier, telephone calls and such other expenses relating solely to the duties of the Administrator. The Custodian has delegated the registrar function under a separate agreement to the Administrator, who will make an annual charge of £5 per holder for the performance of this duty.

Fees Payable to the Directors

The Fund will pay its Directors an aggregate sum not to exceed £250,000 per annum and reasonable expenses incurred in the course of their duties.

Fees Payable to the Valuers

Fees will be charged by the Valuer for valuations carried out at the request of the Fund and its bankers. These will fall into the following categories and in the following amounts, and are payable as follows:

- Valuation for loan security purposes (up to 0.15% of the value of the property in question, inclusive of disbursements but exclusive of VAT) subject to a minimum fee of £500 exclusive of VAT. This fee is paid by the Fund.
- Independent Valuation for the Fund of property to be acquired (on the same basis as loan security valuations). This fee is paid by the Fund.
- Monthly Valuations (without site inspection) (up to £50 per property plus VAT). This fee is paid by the Manager from its Management Fee.

- Annual Revaluations (with site inspections) at up to 0.075% of the value of each property inspected, inclusive of disbursements but exclusive of VAT. This fee is paid by the Manager from its Management Fee.

Fees Payable to the Custodian

The Custodian is entitled to receive a fee from the Fund (the “Custodian Fee”) of £37,500 per annum (or any other fee as agreed between the Custodian and the Fund from time to time), payable quarterly in advance as soon as practicable after each Valuation Date.

The Manager will contribute, out of its Management Fee, a proportion (agreed between the Manager and the Fund) of the Custodian Fee and the balance will be paid by the Fund.

In addition to the Custodian Fee payable to the Custodian as detailed above, the Fund shall pay to the Custodian out of the scheme property of the Fund (a) if and so agreed by the Fund, the fees and expenses of any sub-custodian to whom the custody of any of the uninvested monies from whatever source and in whatever currency collected or received from time to time by the Custodian or any of its sub-custodians for the account of the Fund is entrusted; and (b) the fees and expenses of any legal adviser, accountant, broker or other agent employed by the Custodian appointed in accordance with the Custodian Agreement, subject to the prior approval of the Fund.

EXPENSES

The Property Adviser, the Manager, the Custodian and the Administrator are also entitled to be reimbursed their out of pocket expenses properly incurred in the performance of their respective duties.

The Fund will in addition meet all its own expenses including the costs and expenses of, advisers, consultants, surveyors and other agents engaged on its behalf, commissions, banking fees, legal expenses, auditors and the costs of distribution of reports and accounts and similar documentation to Shareholders.

TAXATION

The following is a summary of the tax treatment which, it is anticipated, will apply to the Fund. The summary is based on existing law and practice which is subject to changes to the relevant legislation, fiscal rules and practice and their interpretation and application. Except where otherwise stated, this summary is based on professional advice received by the Directors.

The summary does not constitute legal or tax advice to particular investors. Prospective investors should consult their professional advisers to the possible tax consequences of buying, selling, holding or redeeming Shares under the laws of their country of citizenship, residence or domicile. Such persons are also advised to inform themselves on any exchange control regulations applicable under the laws of any relevant jurisdiction in relation to the acquisition, ownership or disposal of Shares.

GUERNSEY

The Fund

The Fund has received confirmation from the Director of Income Tax that under current law and practice in Guernsey, the Fund will not be liable to income tax in Guernsey save in respect of income arising in Guernsey (other than bank deposit interest). However, the Fund will be liable to pay an annual exempt company fee to the Income Tax Authority in Guernsey which is currently £600.

Guernsey does not levy taxes upon capital inheritances, capital gains, gifts, sales or turnover, nor are there any estate duties, save for an ad valorem fee for the grant of probate or letters of administration. No stamp duty is chargeable to Shareholders in Guernsey on the issue, transfer, conversion or redemption of Shares.

Shareholders in the Fund

Shareholders resident outside Guernsey and who do not carry on business in Guernsey through a permanent establishment situated in Guernsey are not subject to any tax in Guernsey in respect of any Shares owned by them.

Shareholders resident in Guernsey for the purposes of liability to Guernsey income tax will receive their dividends gross.

Although not a Member State of the European Union, Guernsey, in common with certain other jurisdictions, has agreed to apply equivalent measures to those contained in the EU Savings Tax Directive (2003/48/EC), with the exception that the EU resident individual to whom interest is paid will suffer a retention tax on such payment (currently set at a rate of 20% and will rise to 35% from 1 July 2011) where such individual has not agreed that Guernsey will exchange certain information about his or her identity, residence and savings income with the tax authorities in his or her Member State of residence.

However, no Guernsey retentions or exchanges of information by the Guernsey tax authorities under the EU Savings Tax Directive as implemented in Guernsey are expected to apply to holdings of Shares where payment in respect of such holdings is made by a Guernsey paying agent.

The European Commission has recently adopted a proposal to amend the EU Savings Tax Directive, with a view to closing existing loopholes and eliminating tax evasion. These changes broadly relate to the scope of, and mechanisms implemented by, the EU Savings Tax Directive. If these changes are implemented, the position of Shareholders in relation to the EU Savings Tax Directive could be different to that set out above.

UNITED KINGDOM

The Fund

The Fund will be liable to basic rate income tax on the profits of its UK property business. Such profits are broadly rents received net of expenses incurred in producing those rents. The Fund has obtained permission under the non-resident landlord scheme for basic rate income tax not to be deducted from the rent thus maximising cash flow. The Fund is not expected to be subject to UK corporation tax on its rental profits or capital gains as it is not resident in the UK.

Shareholders in the Fund

Dividends on Shares

Shareholders who are resident in the United Kingdom for tax purposes will, subject to their individual circumstances, be liable to UK income tax or, as the case may be, UK corporation tax on dividends paid to them by the Fund. Shareholders liable to income tax will be charged to tax at the rates applicable to dividends and, in certain circumstances, with the benefit of a notional 10% tax credit. Dividends paid by the Fund on or after 1 July 2009 to certain Shareholders within the charge to UK corporation tax may, in certain circumstances, be exempt from tax.

As explained below, if the Directors elect for the Fund to enter into the “reporting funds” regime, a UK tax resident Shareholder will, thereafter, be liable to UK income tax or, as the case may be, UK corporation tax on that Shareholder’s pro rata share of the income earned by the Fund in each of its accounting periods, so that the Shareholder’s liability to taxation in respect of the income of the Fund will no longer be restricted to the amount of that income which is distributed by the Fund to the Shareholder. A UK corporate Shareholder may be able to obtain an exemption from UK corporation tax on the pro rata shares of the Fund’s income if certain detailed conditions are met.

Disposals of Shares

Subject to their individual circumstances, Shareholders who are resident or ordinarily resident in the United Kingdom for taxation purposes will potentially be liable to UK taxation, as further explained below, on any gains which accrue to them on a redemption, sale or other disposition of their Shares (of either class) which constitutes a “disposal” for UK taxation purposes.

In consequence of its open-ended structure and status as a mutual fund (as defined by UK tax legislation), the Fund constitutes an “offshore fund” for UK tax purposes. This means that in order for any gain realised on a disposal of Shares (of either class) to be taxable, in the hands of a Shareholder resident or ordinarily resident in the United Kingdom for tax purposes, as a capital gain (rather than as income), the Fund must itself satisfy a prescribed condition, as described below. Should that prescribed condition not be satisfied, any such gain will, in general, be taxable in the hands of the Shareholder as income (rather than as a capital gain). In that event, the gain would not be eligible for

shelter by any relief or exemption in UK tax law which applies solely to capital gains, such as the annual allowance of tax-free capital gains available to an individual.

Under UK tax law, the above-mentioned prescribed condition was that the Fund was certified by HM Revenue & Customs (“HMRC”) as a “distributing fund” throughout the period from a Shareholder’s acquisition of his investment in the Fund (or, if later, from the date when the Fund became open-ended) to the date of disposal of that investment. The main requirement which the Fund had to fulfill in order to qualify as a “distributing fund” for any accounting period was that the Fund distributed to Shareholders, by way of dividend, a sum not less than 85% of whichever was the greater of (a) the Fund’s accounts income for that period or (b) the amount that would be the taxable income of the Fund for that period if, hypothetically, the Fund were resident in the United Kingdom for tax purposes.

Under the new UK tax rules commencing with effect for accounting periods beginning on or after 1 December 2009, the above mentioned prescribed condition changed to a requirement that the Fund qualifies as a “reporting fund” throughout the period of a Shareholder’s investment in the Fund, as described in the preceding paragraph, except for any part of that period in which the Fund has qualified as a “distributing fund” under current legislation. The Fund will not need to satisfy any income distribution requirement in order to qualify as a “reporting fund”. Instead, the Fund will, broadly, have to submit an election to HMRC to enter into the “reporting funds” regime and will thereafter have to provide each Shareholder, for each of the Fund’s accounting periods, with a formal notification of the Shareholder’s pro rata share of the “reportable income” (as defined by regulations) earned by the Fund within the accounting period concerned. A UK tax resident Shareholder will then be liable to UK income tax or (as the case may be) corporation tax on the excess (if any) of the amount of “reportable income” notified to the Shareholder by the Fund in respect of the accounting period concerned over the dividends or other income distributions (if any) made to the Shareholder by the Fund in respect of that accounting period.

The Fund qualified for the “distributing funds” regime for the financial years of the Fund preceding the year ended 31 December 2009 but was not able to do so for the financial year ended 31 December 2009. As such, any gain realised by Shareholders in the Fund during that period will, in general, be taxable in the hands of the Shareholder as income rather than as a capital gain. The Directors intend that the Fund should elect, at the appropriate time, to enter into the “reporting funds” regime and that the Fund should thereafter remain within that regime. As explained above, the consequence of that election will effectively be to render the Fund transparent for UK income taxation purposes.

The Directors have resolved that, at the appropriate time, and when the Fund is able to satisfy the relevant conditions, the Fund will enter into the “reporting funds” tax regime. Investors should appreciate that the Directors cannot guarantee that the Fund will be able to qualify as a reporting fund in any particular accounting period since the ability of the Fund to be so certified or (as the case may be) so to qualify is in part dependent on matters outside the control of the Directors.

Certain Other Provisions of UK Tax Legislation

Section 13 Taxation of Chargeable Gains Act 1992 – Deemed Gains

Section 13 of the UK Taxation of Chargeable Gains Act 1992 may apply to Shareholders who are resident or ordinarily resident in the United Kingdom for tax purposes and whose proportionate interest in the Fund as “participants” for UK tax purposes, together with that of any persons “connected” with them for UK tax purposes, is greater than 10% if (and only if) the Fund would be a “close company” for UK tax purposes were it (hypothetically) resident in the United Kingdom for those purposes. For so long as the Fund remained a “close company”, such a Shareholder could (depending on individual circumstances) be liable to UK capital gains taxation on the Shareholder’s pro rata share of any capital gain accruing to the Fund.

Persons “connected” with a Shareholder for UK tax purposes include, where the Shareholder is a company, any other company that is under the control of the Shareholder, or that has control of the Shareholder, or which is under common control with the Shareholder. The rules which determine whether the Fund would (if, hypothetically, it were UK tax resident) be a “close company” are complex but are concerned, very broadly, with the degree of concentration of ownership of the Fund’s share capital from time to time.

“Controlled Foreign Companies” Provisions – Deemed Income of Corporates

If the Fund were at any time to be controlled, for UK tax purposes, by persons (of any type) resident in the United Kingdom for tax purposes, the “controlled foreign companies” provisions in Chapter IV of Part XVII of the Taxes Act could apply to UK resident corporate Shareholders. Under these provisions, part of any “chargeable profits” accruing to

the Fund may be attributed to such a Shareholder and may in certain circumstances be chargeable to UK corporation tax in the hands of the Shareholder. However, this will apply only if the apportionment to the Shareholder, when aggregated with the apportionment to any person(s) “associated” with the Shareholder, is at least 25% of the chargeable profits of the Fund. “Associated” means here essentially the same as “connected” means for UK tax purposes, as discussed under “Section 13 Taxation of Chargeable Gains Act 1992” above. A company’s “chargeable profits” do not include any of its chargeable gains. In the event that the Fund, as is currently intended, enters into the new “reporting fund” regime now in force these provisions will be of limited practical relevance to Shareholders.

Chapter 2 of Part 13 of the Income Tax Act 2007 – Deemed Income of Individuals

The attention of Shareholders who are individuals ordinarily resident in the United Kingdom for tax purposes is drawn to the provisions set out in Chapter 3 of Part 13 of the UK Income Tax Act 2007, which may render those individuals liable to UK income tax in respect of undistributed income (but not capital gains) of the Fund. In the event that the Fund, as is currently intended, enters into the new “reporting fund” regime now in force these provisions will be of limited practical relevance to Shareholders.

NON-GUERNSEY AND NON-UNITED KINGDOM TAX RESIDENT SHAREHOLDERS

Investors who are neither resident nor ordinarily resident in the United Kingdom or Guernsey and who are not carrying on a trade, profession or vocation in the United Kingdom or Guernsey through a branch or agency to which their Shares are attributable, are not expected to be liable to United Kingdom taxation on capital gains arising from the sale or other disposal of their Shares, although they may be subject to foreign taxation in their own jurisdiction.

Prospective investors and Shareholders should familiarize themselves with and, where appropriate, take advice on the laws and regulations (such as those relating to taxation and exchange controls) applicable to the subscription for, and the holding and realisation of their Shares in the places of their citizenship, residence and domicile. The tax consequences for each Shareholder of acquiring, holding, redeeming or disposing of their Shares will depend upon the relevant laws of any jurisdiction to which the Shareholder is subject. Prospective investors and Shareholders should seek their own professional advice as to this, as well as to any relevant exchange control or other laws and regulations.

Investors interested in purchasing Shares in the Fund should inform themselves as to any tax consequences particular to their circumstances arising in the jurisdiction in which they are resident or domiciled for tax purposes in connection with the acquisition, ownership, redemption or disposal by them of any Shares in the Fund.

Notwithstanding the tax summaries set out above, neither the Fund, the Manager, the Administrator nor any of their affiliates and agents is providing any potential investor with tax advice and neither the Fund, the Manager, the Administrator nor any of their affiliates and agents will be responsible for any taxes suffered by a Shareholder as a result of their investment in the Fund.

BANKING ARRANGEMENTS

From time to time the Fund may have available to it a number of loan facilities (“**Facilities**”) to finance its investment activities. Interest rates applicable to the Facilities vary depending on the applicable lenders. Borrowing costs and expenses are paid by the Fund. The terms of the relevant Facility may require the charging of certain of the assets of the Fund or subsidiary vehicles of the Fund. The Fund’s ability to borrow is subject to the restrictions set out at section 4(g) (General Information – Borrowing Power) on page 32. Further information on the current Facilities of the Fund, including the revised facility with its main bank, Royal Bank of Scotland plc, which has been restated and amended by way of a second supplemental agreement dated 22 May 2009 is set out at paragraph 7 (Material Contracts) of the section entitled “General Information” on page 28 of this document.

GENERAL INFORMATION

1. Incorporation and Share Capital

- (a) The Fund was registered in Guernsey on 8 November 1996 under the Companies Law, its registered number being 31660. The liability of its Shareholders is limited.
- (b) The authorised share capital of the Fund is £20,000 divided into 10 management shares of £1 each and 199,900,000 Unclassified Shares of 0.01 pence each. The unclassified shares may be issued as Nominal Shares, Participating Shares, or Participating B Shares.
- (c) By a resolution passed on 28th March 2002 each Participating Share of 1p in the capital of the Fund in issue was divided into 100 Participating Shares of 0.01p each, and each unissued Unclassified Share of 1p in the capital of the Fund was divided into 100 Unclassified Shares of 0.01p each.
- (d) There are no provisions of Guernsey law equivalent to Sections 561 to 577 of the Companies Act 2006 of England and Wales which confer pre-emption rights on existing Shareholders in connection with the allotment of equity securities for cash and there are no pre-emption rights under the Articles of the Fund.
- (e) Shares (including any Participating B Shares) will be issued in registered form but certificates will only be issued on request.
- (f) 10 management shares of £1 each are in issue which are held by the Manager (or its nominees for the benefit of the Manager).
- (g) The Directors have no present intention of issuing further Participating B Shares.

2. Details of the Participating B Shares

(a) *General*

The Participating B Shares are issued with a nominal value of 0.01 pence each. The Participating B Shares are created under the Companies Law. Participating B Shares are currently not available for subscription.

Participating B Shares were initially offered to qualifying shareholders during the period between 27 May 2009 and 12 August 2009 at an issue price of £11.55 per share representing a 50% discount to the prevailing Net Asset Value.

The Participating B Shares are credited as fully paid and free from all liens, equities, charges, encumbrances and other interests, and will rank in full for all dividends and distributions on the share capital of the Fund declared, made or paid after their issue.

(b) *Form and Currency of the Participating B Shares*

The Participating B Shares are issued in registered form. Title to the Participating B Shares will be evidenced by entry in the registry of members of the Fund. No share certificates will be issued in respect of the Participating B Shares. The Participating B Shares will be denominated in pounds sterling.

(c) *Rights attached to the Participating B Shares*

Save that the Participating B Shares may not be redeemed at the request of a holder thereof for the duration of the Lock-In Period, each Participating B Share, will rank *pari passu* in all respects with each existing Participating Share and will have the same rights (including voting and dividend rights and rights on a return of capital) and restrictions as each Participating Share, as set out in the Articles.

On a winding up of the Fund, the Participating B Shares rank equally with the Participating Shares as to rights to repayment (from the assets available for distribution to shareholders of the Fund) of the nominal capital paid up in respect of such Shares in priority to any payment on the Nominal Shares or Management Shares and carry the same right as existing Participating Shares to share in surplus assets.

A summary of the rights which attach to the Participating Shares under the Articles with which the Participating B Shares will rank *pari passu* in all respects is set out in paragraph 3 (“**Rights attaching to the Shares**”) and paragraph 4 below.

3. Rights attaching to the Shares (including the Participating B Shares)

(a) Winding up

- (1) On a winding up of the Fund, the Shares carry a right to repayment (from the assets available for distribution to Shareholders) of the nominal capital paid up in respect of such Shares in priority to any such payment on the Nominal Shares or management shares and the right to share in surplus assets.
- (2) The Nominal Shares may only be issued at par and for the purpose of facilitating redemptions of Shares and have only limited rights. The management shares may only be held by or on behalf of the Manager and exist solely for the purpose of meeting the requirement of Guernsey law that the Shares should have preferential rights relative to other classes in order that they may be redeemable. On the winding up of the Fund the management shares and Nominal Shares are entitled only to a return of the paid up nominal capital thereon and have no further right to participate in surplus assets.
- (3) On the winding up of the Fund, whether voluntarily or otherwise, the liquidator may, with the sanction of a special resolution, divide among the Shareholders in specie any part of the assets of the Fund.

(b) Voting Rights

Subject to the provisions of the Companies Law,

- (1) on a show of hands every holder of Shares present in person at a general meeting of the Fund shall have one vote, and on a poll every holder present in person or by proxy shall have one vote for each Share held by him;
- (2) Management Shares confer one vote for each share held on a poll and on a show of hands the holder of Management Shares has one vote. Nominal Shares confer the right to exercise only one vote for each person holding Nominal Shares at general meetings irrespective of the number of shares held by each of these persons.

(c) Dividends

Subject to the provisions of the Companies Law,

- (1) the Fund in general meeting may declare dividends but no dividend shall exceed the amount recommended by the Board. No dividend shall be payable other than to the holders of Shares. To the extent that a dividend may be declared, it will be paid in accordance with the provisions of the Companies Law and the listing rules of the Irish Stock Exchange;
- (2) dividends will be declared and paid according to the amounts paid up on the Shares in respect of which the dividend is paid; and unless otherwise determined by the Directors Shares will rank for dividends from the beginning of the Accounting Period on which they are issued.
- (3) the Board may at any time declare and pay such interim dividends as appear to be justified by the financial position of the Fund.
- (4) all unclaimed dividends may be invested or otherwise made use of by the Board for the benefit of the Fund until claimed and the Fund shall not be constituted a trustee in respect thereof. All dividends unclaimed for a period of six years after having become due for payment shall be forfeited and shall revert to the Fund.
- (5) the Directors may, before the declaration of any dividend, set aside out of the profits of the Fund such sums as it thinks proper as reserves which may be employed as the Directors think fit.

4. Memorandum of Incorporation

The Memorandum of Incorporation of the Fund provides that the Fund's principal objects are, inter alia, to carry on business as a property investment company. Neither the Memorandum nor the Articles of Incorporation contain any restriction on the investment powers of the Fund. Investors' attention is, however, drawn to "Investment Policies" on page 6 of this Prospectus.

The objects of the Fund are set out in full in Clause 3 of the Memorandum of Incorporation which is available for inspection at the Fund's registered office.

5. Articles of Incorporation

The Articles are available for inspection at the Fund's registered office.

The following section is a summary of certain of the provisions of the Articles as at the date of this Prospectus:

(a) Variation of Rights and Alteration of Capital

Subject to the provisions of the Companies Law,

- (1) if at any time the share capital is divided into different classes of shares the rights attached to any class may, whether or not the Fund is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class;
- (2) the Fund at any time may, by ordinary resolution, increase the share capital by such sum to be divided into shares of such amount as the resolution shall prescribe;
- (3) the Fund may by special resolution:
 - (i) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;
 - (ii) sub-divide all or any of its shares of a smaller amount than is fixed by the Memorandum of Incorporation;
 - (iii) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.
- (4) The Fund may by ordinary resolution reduce its share capital, subject to the provisions of the Companies Law.

(b) Issue of Shares

Subject to any resolution of the Fund in general meeting, the unissued Shares shall be at the disposal of the Directors who may offer, allot, grant options over, or otherwise dispose of them to such persons, on such terms and in such manner as they think fit and the Directors may in their absolute discretion refuse to accept any application for Shares. Subject to the Articles, and without prejudice to the foregoing, the Directors are generally and unconditionally authorised to exercise all powers of the Company to allot, issue, grant rights to subscribe for, or to convert any securities into, up to 200 million shares in aggregate of any class in the Company, which authority shall expire on the date which is five years from the date of adoption of these Articles (unless previously renewed, revoked or varied by the Company in general meeting).

(c) Transfer of Shares

Subject to such of the restrictions noted below as may be applicable, any Shareholder may transfer all or any of his Shares in any form which the Directors may accept.

The instrument of transfer of a Share must be signed by or on behalf of the transferor, and in the case of a partly-paid share the transferee, and the transferor will be deemed to remain the holder of the Share until the name of the transferee is entered in the register.

The Directors may also refuse to register any transfer unless:

- (i) the instrument of transfer is lodged with the Fund accompanied by the certificate for the Shares to which it relates (if any) and such other evidence as the Directors may reasonably require to prove the title of the transferor or his right to make the transfer; and
- (ii) the instrument of transfer is in respect of only one class of Share.

The Directors may, in their absolute discretion and without assigning any reasons therefore, refuse to register a transfer of any Share which is not fully paid.

If the Directors refuse to register a transfer they must, within two months of the date on which the instrument of transfer was lodged, send notice of the refusal to the transferor and transferee.

In the case of the death of any one of joint holders the survivor or survivors, and in the case of the death of a sole holder the personal representatives, shall be the only person or persons recognised by the Fund as having any title to or interest in the Shares of the deceased holder. The transfer of Shares under this provision shall not release the estate of the deceased holder whether sole or joint from any liability in respect of any Share solely or jointly held by him.

(d) Redemption

Subject to the provisions of the Articles, the Fund shall redeem any number of Shares at the written request of the holder thereof. The redemption of Shares shall be made on the Subscription Day following the receipt of such written request, provided the requisite one month notice (or such other notice period as the Directors may from time to time determine) has been given and neither determination of the redemption price or redemptions themselves have been suspended or subject to the exercise of the discretion to postpone any redemptions, all in accordance with the Articles. Redemption requests may, subject to the Directors' absolute discretion, be withdrawn (either in whole or in part) by the relevant Shareholders. Where suspension is declared, redemption will take place on the next Subscription Day following the end of suspension. On the fifth day following the Subscription Day, the redeeming Shareholder shall be sent a contract note stating the amounts payable on the redemption and any such amount shall be posted to the redeeming Shareholder not less than 5 days after the Subscription Day.

(e) Compulsory Redemption

If it shall come to the notice of the Directors that any Share is owned directly or beneficially by any person; (1) so as to require the Fund to have to comply with any law or regulation of any country or governmental authority which in the judgment of the Directors (whose judgment shall be final and binding) would be unduly burdensome on the Fund; (2) so as to cause the Fund to be in breach of any law or regulation of any country or government authority; or (3) so as to constitute a fiscal or tax disadvantage to the Fund the Directors may serve a notice on such person requiring him within 30 days to transfer the relevant Shares to a person who is, to the satisfaction of the Directors, qualified, entitled and permitted to hold the Shares. If within 30 days of the giving of the notice the notice has not been complied with the Fund may compulsorily redeem the relevant Shares.

(f) Directors

- (1) Unless otherwise determined by ordinary resolution, the number of Directors shall not be less than three.
- (2) The remuneration of each Director shall be determined from time to time by the Directors provided always that the aggregate remuneration of all Directors in any 12-month period shall not exceed £250,000 or such higher amount as may be approved by ordinary resolution.
- (3) The Directors shall also be entitled to be paid all properly incurred travelling, hotel and incidental expenses of attending and returning from meetings of the Directors or committees of the Board or general meetings.
- (4) Any Director who, by request, performs special or extra services may be paid extra remuneration granted by the Directors.
- (5) A Director who has any material interest in a contract or arrangement or proposed contract or arrangement with the Fund shall declare the nature of his interest at the meeting of the Board at which the question of entering into the contract or arrangement is first considered or, if the Director was not at the date of that

meeting interested in the proposed contract or arrangement, at the next meeting of the Board held after he becomes so interested. In a case where the Director becomes interested in a contract or arrangement after it is made, such declaration shall be made at the first meeting of the Board held after the Director becomes so interested. A general notice may be given to the Board by a Director to the effect that he is a member of a specified company or firm and is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with that company or firm and he shall be deemed to have made a sufficient declaration of interest under the Articles provided that either it is given at a meeting of the Board or the Director takes reasonable steps to ensure that it is raised and read at the next meeting of the Board after it is given.

- (6) There is no provision for the retirement of Directors on their attaining a certain age and the Articles do not provide for retirement of Directors by rotation.
- (7) The Board shall have power at any time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election.

(g) *Borrowing Powers*

The Board may exercise all the powers of the Fund to borrow or raise money, to give guarantees and to mortgage, charge, pledge or create any lien over all or part of its undertaking, property and assets (present and future).

The Articles restrict the aggregate amount of borrowings to not more than 65 per cent of the value from time to time of the real property investments of the Fund unless the prior sanction of an ordinary resolution of Shareholders has been obtained. The Directors have obtained Shareholders' consent, by ordinary resolution passed at an extraordinary general meeting on 25 September 2008, to increase the maximum borrowing limit by the Fund to 75% of the value from time to time of the real property investments of the Fund. However, for so long as the Fund is listed on the Irish Stock Exchange, borrowing will be limited to less than 65 per cent of the Gross Asset Value of the Fund at the time that any investment is made. The higher borrowing limits authorised by Shareholders at a general meeting of the Fund held on 25 September 2008 are to facilitate the refinancing of the Fund's banking facilities by allowing the higher percentage of the Gross Asset Value of the Fund that borrowings may represent from time to time as a result of depreciations in the value of properties in the Fund's Portfolio to be accommodated.

(h) *Valuation of Net Assets*

The determination of the Net Asset Value is carried out by the Administrator on behalf of the Directors pursuant to the Articles. The following principles, inter alia, will apply:

- (1) the value of the Fund's interest in real property shall be determined by the Valuers and that Valuer shall adjust such valuation if so required by the Directors on such basis as the Directors may think appropriate;
- (2) the value of any cash in hand or on deposit, bills and demand notes and accounts receivable, prepaid expenses, cash dividends and interest accrued and not yet received shall be deemed to be the full nominal amount thereof, unless it is unlikely to be paid or received in full, in which case the value thereof shall be arrived at after making such discount as the Directors may consider appropriate to reflect the true value thereof;
- (3) certificates of deposit, treasury bills, bank acceptances and trade bills shall be valued according to the normal dealing practice therein at noon on the Valuation Date;
- (4) if in any case a particular value is not ascertainable or if the Directors consider that some other method of valuation better reflects the fair value, then the method of valuation shall be such as the Directors in their absolute discretion shall decide;
- (5) there will be deducted all liabilities of the Fund and such provisions and allowances for contingencies including tax as the Directors think appropriate and accrued costs and expenses payable by the Fund amortised where relevant over such period as the Directors may determine.

(i) *Temporary Suspension of Valuation*

The Directors may declare a suspension of the valuation of the Shares for the whole or any part of a period during which:

- (1) a breakdown occurs in any of the means normally employed by the Directors on ascertaining the value of investments;
- (2) for any other reason the value of a substantial part, in the opinion of the Directors, of the investments cannot reasonably be ascertained;
- (3) circumstances exist as a result of which, in the opinion of the Directors, it is not reasonably practical for the Fund to realise or dispose of investments or fairly determine the Net Asset Value of Shares;
- (4) the remittance of funds which will or may be involved in the realisation of or in the payment for investments or the issue, sale or redemption of Shares cannot in the opinion of the Directors be carried out without undue delay and at normal rates of exchange; or
- (5) in the opinion of the Directors such a suspension shall be desirable in the interests of the continuing Shareholders.

Notice of any suspension in the calculation of the Net Asset Value will, if possible, be published in the Gazette Officielle of Guernsey and in such other newspaper as the Directors may from time to time determine or in which the price of shares has been quoted in the immediately preceding 6 month period prior to suspension. Notice of suspension and its termination will be notified without delay to the Irish Stock Exchange. Where possible, all reasonable steps will be taken to bring any period of suspension to an end as soon as possible.

5. Reports and Financial Statements

The accounting date of the Fund is 31 December each year. The annual report and financial statements for the Fund in respect of each financial year will be published within six months of the annual accounting date and will be sent to Shareholders and the Irish Stock Exchange upon publication. The Fund will prepare and circulate to Shareholders and to the Irish Stock Exchange within four months of the end of the relevant period a half-yearly report which will include unaudited accounts for the Fund.

The latest annual reports and financial statements will be available on the Fund's website at www.glanmore.com.

The Fund will maintain its books and records in Sterling will report its net asset values in Sterling and declare and pay dividends in Sterling.

6. Directors' and other Interests

- (a) At the date of this Prospectus Mr. Court holds 1,600 Participating Shares via a Self Invested Pension Plan, 3,850 Participating Shares and 4,404 Participating B Shares directly. Mr. Pickford holds 4,500 Participating B Shares via Nova Nominees and Mr Moylan holds 60 Shares and 69 Participating B Shares via a Self Invested Pension Plan. Other than the aforementioned, no other Director has any current direct or indirect interest in the share capital of the Fund. Mr. Court also holds 81,453.109 shares via Rathbone Nominees Limited and 35,617 participating B shares directly in The Glanmore Property Accumulation Fund Limited which is a feeder fund of the Fund.
- (b) The aggregate emoluments of the Directors will not exceed £250,000 per annum. In addition, the Directors may be paid their expenses out of the property of the Fund. The Directors' remuneration for the year ended 31 December 2010 was £191,000.
- (c) There are no service agreements in existence between the Fund and the directors nor are any such agreements proposed.
- (d) Save as disclosed in paragraph 6(h) below, no Director has any interest in any transaction which, since its incorporation, has been effected by the Fund, or any interest, direct or indirect, in the promotion of the Fund or in any assets which have been acquired or disposed of by or leased to the Fund or are proposed to be acquired, disposed of by or lease to the Fund, nor is there any contract or arrangement subsisting at the date of this

document in which a Director is materially interested and which is significant in relation to the business of the Fund or unusual in its nature.

- (e) For the purposes of the Fund, the address of all of the Directors shall be the registered office of the Fund.
- (f) Save as disclosed in paragraph 6(g) below, no Director has (i) any unspent convictions in relation to indictable offences; or (ii) been bankrupt or the subject of an involuntary arrangement, or has had a receiver appointed to any of his assets; or (iii) been a director of any company which, while he was a director with an executive function or within 12 months after he ceased to be a director with an executive function, had a receiver appointed or went into compulsory liquidation, creditors' voluntary liquidation, administration or company voluntary arrangements, or made any composition or arrangement with its creditors generally or with any class of its creditors; or (iv) been a partner of any partnership, which while he was a partner or within 12 months after he ceased to be a partner, went into compulsory liquidation, administration or partnership voluntary arrangement, or had a receiver appointed to any partnership asset; or (v) had any public criticism by statutory or regulatory authorities (including recognised professional bodies); or (vi) been disqualified by a court from acting as a director or from acting in the management or conduct of affairs of any company.
- (g) Richard Babbé was a Non Executive Director of Brownstone Insurance (Guernsey) Limited ("**Brownstone**") at the time that a liquidator was appointed by Act of the Royal Court of Guernsey dated 12 December 2000. Brownstone, registered in Guernsey, was the holder of an Insurance Licence under the Insurance Business (Guernsey) Law 1986. By Order of the Royal Court dated 7 June 2006, the assets of Brownstone would be distributed in accordance with an agreement for the Resolution of Claims dated 8 November 2005 between the Liquidator, Reliance Insurance Company (in liquidation), Brownstone Agency Incorporated and Rebore Thorpe & Pisarello P.C. Mr Pickford was a director of a United Kingdom company called Tayler & Tayler Investment Limited, which traded as Color Company. Mr Pickford resigned in 12 July 2005. The company was placed into administration on 15 December 2005 with a liability of £283,388.
- (h) Anthony Wands is an employee of Deutsche Bank AG and so may be regarded as interested in all contracts between Cardales UK Limited and the Fund and the Manager and the Fund respectively.

7. Material Contracts

The following relevant contracts relating to the administration of the Fund have been entered into since incorporation of the Fund and are or may be material:

- (a) **The Management Agreement** dated 17 December 2003 between the Fund and TAMIL, whereby TAMIL has been appointed as Manager to the Fund. Under the terms of the Management Agreement TAMIL shall (a) assume responsibility for the lawful promotion and marketing of the Fund (b) manage the investment and re-investment of the cash and other assets of the Fund; (c) manage the real property investments of the Fund; (d) perform the administrative duties; and (e) perform the duties in relation to the issue and redemption of Shares, the pricing of them and settlement. TAMIL has delegated certain of its duties for the provision of these services to the Property Adviser and to the Administrator as described under "MANAGEMENT AND ADMINISTRATION" above. Details of the remuneration of the Manager are shown in the section entitled "FEES" on page 22.

In the absence of fraud, negligence or willful default, neither TAMIL nor any person to whom TAMIL, with the consent of the Fund, shall delegate any of its duties, nor any of their respective employees, officers or agents, shall be liable for any loss or damage suffered by the Fund or any Shareholder of the Fund for any act or omission arising directly or indirectly out of any error of judgment or oversight or mistake of law on the part of TAMIL or its delegate or any of their respective employees, officers or agents, made or committed in good faith in the performance of the duties of TAMIL, nor shall TAMIL or its delegate or any of their respective employees, officers or agents, in the absence of fraud, negligence or willful default, be responsible for any loss or damage which the Fund or any Shareholder of the Fund may sustain or suffer as the result of, or in the course of, the discharge of such duties.

The Fund shall indemnify and hold harmless TAMIL and any person to whom TAMIL has delegated any of its duties and their respective employees, officers and agents against all claims and demands (including costs and expenses arising therefrom or incidental thereto) which may be made against TAMIL or any such delegate and their respective employees, officers and agents in respect of any loss or damage sustained or suffered or

alleged to have been sustained or suffered by any third party, otherwise than by reason of the fraud, negligence or willful default of TAMIL or its delegate of any of their respective employees, officers or agents.

The Management Agreement may be terminated; (i) on the later of the 7 March 2017 and the date of dissolution of the Fund; (ii) by the Fund or TAMIL, at any time by notice in writing, if (a) an order is made or a resolution is passed for the winding-up of the other party (except a voluntary liquidation for the purpose of a reconstruction or amalgamation upon terms previously approved in writing by the Fund and the Custodian) or its affairs are declared to be en état de désastre; or (b) a receiver is appointed over the undertaking of the other party of any part thereof; (iii) by the Fund at any time by notice in writing if (a) TAMIL ceases to be resident in Guernsey for fiscal purposes; or (b) TAMIL ceases to be licensed by the Guernsey Financial Services Commission under the law; or (c) TAMIL shall commit any breach of its obligations under the agreement and, if capable of remedy, shall fail within 30 days of receipt of notice served by the Directors requiring it to do so to make good such breach; (iv) by TAMIL at any time by notice in writing if the Fund shall commit a breach of any of its obligations and, if capable of remedy, shall fail within 30 days of receipt of notice by TAMIL requiring it to do so make good such breach.

If there is a change of control of TAMIL the Fund may consent to this (with such consent not to be unreasonably withheld). It shall only be reasonable for consent to be withheld if it is reasonable to anticipate that such change of control will have a material adverse impact on TAMIL's ability to perform its obligations under the Management Agreement. If such change of control will have a material impact on TAMIL's ability to perform its obligations under the Management Agreement the Fund may serve 3 months' notice to terminate the Management Agreement specifying why consent has not been given.

- (b) **The Property Advice Agreement** dated 10 December 2003 between the Fund and the Property Adviser, whereby the Property Adviser has been appointed to act as property adviser to the Fund. Under the Property Advice Agreement the Property Adviser will provide, directly to the Directors of the Fund, advice on all property issues including, in particular, the identification, recommendation and negotiation of suitable property investments and also for the disposal of property assets from time to time. Details of the remuneration of the Property Adviser are shown in the section entitled "FEES" page 22.

In the absence of fraud, negligence or willful default, neither the Property Adviser, nor any of its employees, officers or agents, will be (i) liable for any loss or damage suffered by the Fund or any Shareholder of the Fund for any act or omission arising directly or indirectly out of any error of judgment, oversight or mistake of law on its part or on the part of any of its employees, officers or agents, made or committed in good faith in the performance of its services; or (ii) responsible for any loss or damage which the Fund or any Shareholder of the Fund may sustain or suffer as the result of, or in the course of, the discharge of its services.

The Fund will indemnify and hold harmless the Property Adviser and its employees, officers and agents against all claims and demands, including costs and expenses arising, which may be made against the Property Adviser and its employees, officers and agents in respect of any loss or damage sustained or suffered or alleged to have been sustained or suffered by any third party, otherwise than by reason of fraud, negligence or willful default of the Property Adviser or any of its employees, officers or agents.

The Property Advice Agreement may be terminated by either party; (i) on the later of the 7 March 2017 or the date of dissolution of the Fund; (ii) at any time by giving notice in writing to the other party if the other party suffers an insolvency event; and (iii) at any time by giving notice in writing to the other party if the other party commits any material breach of its obligations under the agreement and, if such breach is capable of remedy, fails within 30 days of receipt of notice served by the other party requiring it so to do to make good such breach.

- (c) **The Administration Agreement** dated 30 March 2007 between the Administrator and TAMIL, as Manager to the Fund, whereby TAMIL has delegated to the Administrator certain of its administrative duties and functions under the Management Agreement. Under the terms of the Administration Agreement, the Administrator is responsible for the day-to-day administration, secretarial and registrar functions of the Fund. The Administrator is also responsible for preparing the Net Asset Value on each Valuation Date. Details of the remuneration of the Administrator are shown in the section entitled "FEES" on page 22.

The Administrator shall not be liable for any error of judgement or for any loss suffered by the Manager or the Fund, unless such loss arises from the negligence, acting in bad faith, fraud or willful default on the part of the Administrator. Subject to the foregoing, the Manager hereby undertakes to hold harmless and indemnify the

Administrator against all actions, proceedings, claims, costs, demands and expenses which may be brought against suffered or incurred by reason of its performance of its duties under the terms of the agreement including all reasonable legal, professional and other expenses incurred except such as shall arise from the negligence, acting in bad faith, fraud, or willful default of the Administrator and in particular (but without limitation) this protection and indemnity shall extend to any such items aforesaid as shall arise as a result of loss, delay, misdelivery or error in transmission of any e-mail, facsimile or telefaxed communication.

The Administrator shall not be responsible for any loss or damage to the Fund or for any failure to fulfill its duties as outlined in the agreement if such loss, damage or failure shall be caused by or directly or indirectly due to war, damage, enemy action, the act of any Government or other competent authority, riot, civil commotion, rebellion, storm, tempest, accident, fire, strike, lock-out or other cause whether similar or not beyond the control of the Administrator.

The Administrator shall have no liability to the Manager or the Fund (either jointly or solely) whether for negligence, breach of contract, breach of duty, breach of regulation, misrepresentation or otherwise in respect of the provision of the services of the Administrator for any (a) loss of profit, loss of goodwill, loss of opportunity or loss of anticipated saving; (b) indirect, special, punitive or consequential losses (whether or not in the contemplation of the parties at the date of the Administration Agreement); (c) losses arising from the insolvency or any similar event affecting any broker, dealer, bank or other agent that is engaged by the Manager or the Fund in connection with the provision of services to the Manager or to the Fund and (d) losses arising from the acts, omissions or insolvency of a central depository, federal entry account system or clearing agency.

This agreement may be terminated by either party on giving not less than 90 days' notice in writing to the other party given so as to expire on the last day of any calendar month provided that this agreement may be terminated forthwith if; (a) either party has broken or is in breach of any of the terms of this agreement (other than a breach which in the opinion of the other party is of a trivial nature) and, if such breach is capable of remedy, fails to remedy such breach within thirty days after service of notice requiring the same to be remedied; or (b) either party has gone into liquidation or an order has been made or a resolution has been passed to put either party into liquidation (except a voluntary liquidation for the purposes of reconstruction or amalgamation); or (c) either party has been declared "en désastre" under the laws of the Island of Guernsey or (d) a receiver is appointed over its undertaking of the other party or any part thereof or (e) the other party ceases to be resident in Guernsey for fiscal purposes or (e) the other party's licence has been cancelled or suspended under the law; (f) this agreement shall also terminate in the event of and forthwith upon the termination of the Management Agreement.

- (d) **The Custodian Agreement** dated 11 December 2007 between the Fund, the Custodian and the Manager whereby Northern Trust (Guernsey) Limited has been appointed (with the power to delegate) to hold or provide safekeeping for all assets of the Fund including, but without prejudice to the generality of the foregoing, by means of undertakings or agreements provided by the Fund, its subsidiaries and ultimate subsidiaries. The Fund has invested in real property through its own investment capacity and through a series of special purpose companies and property unit trusts ("SPV's"). The real property is registered directly in the name of the Fund or in the name of the relevant special purpose company or the trustee of the relevant unit trust and documents of title may be held by the lending bank as security for its loans subject to the banking arrangements summarised on page 27 of this Prospectus. Where the assets of the Fund are held through a SPV, the Custodian will hold the shares or units in the SPV's. Generally, the Custodian receives monthly bank statements for the cash accounts of each of the SPV's and verifies with the UK Land Registry on a periodic basis that each property continues to be registered in the name of the relevant SPV.

The Custodian has no responsibility for the selection of investments. Details of the remuneration of the Custodian are shown in the section entitled "FEES" on page 22.

In the absence of fraud, negligence or willful default, neither the Custodian, nor any of its employees, officers or agents, will be liable to the Fund or any Shareholder of the Fund or to the Manager or the Administrator for any act or omission arising directly or indirectly out of any error of judgment, oversight or mistake of law on its part or on the part of any of its employees, officers or agents, made or committed in good faith in the performance of its duties nor shall the Custodian or any of its employees, officers or agents, in the absence of fraud, negligence or willful default, be responsible for any loss or damage which the Fund or any Shareholder of the Fund or the Manager or the Administrator may sustain or suffer as the result of, or in the course of, the discharge of its duties.

The Fund will indemnify and hold harmless the Custodian and its employees, officers and agents against all claims and demands (including costs and expenses arising therefrom or incidental thereto) which may be made against the Custodian or any of its employees, officers and agents in respect of any loss or damage sustained or suffered by any third party, otherwise than by reason of fraud, negligence or willful default of the Custodian or any of its employees, officers or agents.

The Custodian Agreement may be terminated by either the Fund or the Custodian; (i) by giving not less than three months' notice to the other party; or (ii) by giving not less than 30 days' notice in writing to the other party if the other party commits any breach of its obligations under the agreement and fails to make good such breach within 30 days of receipt of such notice requiring it to do so; or (iii) at any time, by giving notice in writing to the other party, if the other party shall go into liquidation (except a voluntary liquidation for the purposes of reconstruction or amalgamation upon terms previously approved in writing by all parties to the agreement) or if a receiver or administrator of any of the assets of either party is appointed of the affairs of either party are declared to be en état de désastre. The Fund may also terminate the agreement if the Custodian ceases to be a resident in Guernsey for fiscal purposes; or if the Custodian ceases to be qualified to act pursuant to the Articles or its licence has been cancelled or suspended under the POI Law. So long as there are Shares in issue, the Custodian shall not be entitled to retire unless another custodian has been appointed in place of the outgoing Custodian.

- (e) **Valuers Appointment letter** dated 13 July 2005 (as novated on 1 June 2011) between Jones Lang La Salle Limited, the Fund, the Manager and the Administrator pursuant to which the Valuer is appointed to provide valuation to the Administrator of the Fund's real property investment for the purpose of calculating the Net Asset Value of Shares and on acquisition of properties to the Lending Bank. The Valuer's appointment may be terminated by the Valuer or the Fund giving not less than two months' notice in writing to the other. The fees payable to Jones Lang La Salle Limited are set out on page 22.
- (f) **Valuers Appointment letter** dated 20 July 2005 between Lambert Smith Hampton Limited, the Fund, the Manager and the Administrator pursuant to which the Valuer is appointed to provide valuation to the Administrator of the Fund's real property investment for the purpose of calculating the Net Asset Value of Shares and on acquisition of properties to the Lending Bank. The Valuer's appointment may be terminated by the Valuer or the Fund giving not less than two months' notice in writing to the other. The fees payable to Lambert Smith Hampton Limited are set out on page 22.
- (g) **Facility Agreement** dated 12 July 2007 between the Fund and Royal Bank of Scotland plc ("**RBS**"), pursuant to which a £515,078,000 secured facility is granted to the Fund by RBS. This has been amended and restated by way of an a second supplemental agreement dated 22 May 2009.

The revised facility is divided into three tranches:

	Amount (£)	Final Repayment Date
Tranche A	357,688,233	20 April 2012
Tranche B	107,389,767	20 April 2011

- Tranche A represents the core debt. The maturity of this tranche is April 2012, although this can be extended for a further two years if certain conditions are satisfied. The interest margin on the loan is dependent upon the LTV ratio of the Fund. A higher LTV ratio will lead to a higher interest rate margin;
- Tranche B must be repaid within two years, such repayment to come either from the disposal of property or from the proceeds of the equity raising. The margin, which is the same as for Tranche A, increases by 0.5% per annum after the first year.

There is an option to extend Tranche A for a further two years subject to the following requirements that must be satisfied by the Fund:

- (a) the financial indebtedness under the facility is less than £350,000,000;
- (b) the LTV ratio is less than 65%;
- (c) the gross interest cover ratio is greater than 175%;
- (d) the balance under Tranche A is 100% hedged for the term of the extension;
- (e) an extension fee of 0.5% of the outstanding Facility debt is paid;
- (f) any fees or margin outstanding under the restructured Facility is paid in full, and
- (g) there is no default.

The Fund must also pay structuring fees in relation to the tranches.

The proceeds from disposals of properties by the Fund will first be applied to repaying Tranche B and then to Tranche A.

The proceeds from rent will first satisfy servicing of the Loan, and then be used to pay agreed operational costs and works and then, if certain conditions are not satisfied, repay Tranche B and then Tranche A. Such repayment will continue until:

- (a) financial indebtedness under the restructured Facility is less than £350,000,000;
- (b) LTV ratio is less than 65%;
- (c) the gross interest cover ratio is greater than 175%;
- (d) any deferred fees or margin outstanding under the restructured Facility is paid in full, and
- (e) there is no default.

The key financial covenants in the Facility Agreement, as revised, provide that the Loan to Value covenant will not at any time exceed (i) for Tranches A and B combined, 85% and (ii) for the Facility, 90%; that the Facility Interest Cover Percentage (the percentage of net rental income from all properties of the Fund over “Consolidated Net Facility Interest” payable) on Tranches A and B will not be less than 140%; and that the net rental income as a percentage of the facility commitment must be a minimum of 8%.

Until the Fund has satisfied certain conditions, including reducing the amount outstanding to below £350m and the LTV being less than 65%, surplus cash generated by the Fund must be applied in repayment of the debt. Once these conditions have been satisfied, the loan will revert to paying interest only.

The revised RBS Facility requires the Fund to put in place hedging instruments to cover some of the Fund’s interest rate risk. The Fund intends to hedge Tranche A by means of three year interest rate swap. A proportion of Tranche B will also be hedged via interest rate caps and interest rate swaps.

- (i) **Facility Agreement** dated 29 August 2007 (as amended and restated on 2 October 2008) between the Fund and Canada Life Limited (“**Canada Life**”), pursuant to which a secured loan facility of £150,000,000 is granted to the Fund by Canada Life. The Canada Life facility matures on 29 August 2012. There is a LTV covenant of 70%, which under the current facility reduces to 66% on 29 August 2010, although the proposed amended facility would revise this to 29 August 2011. The net rental income must be at least 135% of the interest cost. The interest rate risk on the Canada Life facility is not currently hedged.

8. Share Certificates

Shares will be in registered form. Certificates will be issued only upon request from Shareholders.

The Register of Shareholders will be maintained at the office of the Administrator.

9. General Meetings

The annual general meeting of the Fund will be held in Guernsey or such other place as the Directors may determine. Notices convening the annual general meeting in each year at which the audited financial statements of the Fund will be presented (together with the Directors' Report and Accounts of the Fund) will be sent to Shareholders at their registered addresses not later than 14 clear days before the date fixed for the meeting. Other general meetings may be convened from time to time by the Directors by sending notices to Shareholders at their registered addresses or by Shareholders requisitioning such meetings in accordance with Guernsey law, and may be held in Guernsey or elsewhere.

10. Group Structure

The Fund is the holding company for a number of subsidiaries, incorporated in Guernsey, British Virgin Islands, Jersey, Isle of Man, Gibraltar, Scotland, England and Wales. These subsidiaries are special purpose vehicles holding properties and interests in properties and have been acquired or incorporated by the Fund as a means of bringing the value of the underlying properties into the Fund.

11. Documents available for inspection

Copies of the following documents may be inspected free of charge during normal business hours on any Business Day at the offices of the Administrator, and at the registered office of the Fund and the registered office of McCann FitzGerald Listing Services Limited:

- (a) the Memorandum and Articles of Incorporation of the Fund;
- (b) the agreements referred to under "Material Contracts" above;
- (c) a list of the past and current directorships and partnerships held by each Director over the last five years;
- (d) the Companies (Guernsey) Law 2008, as amended; and
- (e) the most recent published annual audited accounts of the Fund.

Copies of the Memorandum and Articles of Incorporation of the Fund and the latest financial reports of the Fund may be obtained, free of charge, upon request at the registered office of the Fund.

12. Miscellaneous

- (a) The Fund has not, since its incorporation, been involved in any legal or arbitration proceedings (except in relation to Landlord and Tenant matters) and no legal or arbitration proceedings are known to the Directors to be pending or threatened against the Fund.
- (b) No person has, or is entitled to be given, an option to subscribe for Shares.
- (c) No share or loan capital of the Fund is under option or has been agreed conditionally or unconditionally to be put under option or has been issued or is proposed to be issued for a consideration other than cash.
- (d) As at 30 June 2011, the Fund had borrowings of £423,967,308. Other than the aforementioned borrowings, the Fund has no loan capital (including term loans) outstanding or created but unissued, and no outstanding mortgages, charges or other borrowings or indebtedness in the nature of borrowings, including bank overdrafts and liabilities under acceptances or acceptance credits, hire purchase or finance lease commitments, or guarantees or other contingent liabilities.
- (e) The Fund does not have a place of business in the United Kingdom.

- (f) The Fund has invested in real property through a series of special purpose companies and property unit trusts (“**SPV’s**”). To the extent not held as security for the Fund’s borrowings the deeds and other documents relating to the properties will be held by directly in the name of the relevant special purpose company or the trustee of the relevant unit trust.
- (h) The unaudited Net Asset Value per Participating Share as at 30 June 2011 was £13.304.
- (i) The Directors declared a dividend of £0.27 per Share for the year ended 31 December 2009. The dividend was paid on 1 March 2010.
- (j) The Valuation Report is included in this document, in the form and context in which it is included, with the written consent of the Valuers, which consent has not been withdrawn, and who have authorised the contents of that part of this document.

APPENDIX I:
SELLING RESTRICTIONS

Notice to certain non-U.S. residents

Investors should consult their own appropriately qualified independent tax advisers with respect to the tax consequences of an investment in and ownership of the shares relevant to their individual circumstances.

Notice to residents of Argentina

This Prospectus is highly confidential and has been prepared by the Manager solely for use in connection with the private placement of the Shares. This Prospectus is personal to you and does not constitute an offer to any other person or to the public generally to purchase the shares under applicable Argentinean laws. Neither the Argentine Securities Commission nor any other regulatory authority in Argentina has either verified the accuracy of the Prospectus or approved or disapproved the registration of the shares. Distribution of this Prospectus to any person other than to those, if any, retained to advise you in respect thereto is unauthorized, and any disclosure of any of its contents, without the prior written consent of the directors, is prohibited. By accepting delivery of this Prospectus, you agree to the foregoing and to make no further copies of this Prospectus or any documents referred to herein, and, if you do not purchase the shares or the offering is terminated, you will return this Prospectus and all documents referred herein to the Manager.

Notice to residents of Australia

This Prospectus has not been, and will not be, lodged with the Australian Securities and Investments Commission (the "ASIC"). Any invitation in Australia to acquire shares will be an offer that does not need disclosure for the purposes of Section 708 of the Corporations Act 2001. If the recipient receives this Prospectus in Australia, by retaining the Prospectus, the recipient represents that it is (a) a sophisticated investor under section 708(8) of the Corporations Act 2001, a professional investor under section 708(11) of the Corporations Act 2001 or both, and (b) a wholesale client under section 761g(4) of the Corporations Act 2001. Each recipient (regardless of where the Prospectus is received) confirms that it does not have a present resale intention but should it wish to on-sell its shares within 12 months of issue in Australia to a person other than a person who is (a) a "sophisticated investor" or "professional investor"; and (b) a "wholesale client" it may be required to lodge a disclosure document with the ASIC.

Notice to residents of Austria

The Shares have not and may not be offered or sold, directly or indirectly, to the public in the republic of Austria. The Shares are offered solely on a private placement basis. This Prospectus does not comply with Austrian law for the public offering of shares in foreign funds. The sole purpose of this Prospectus is to provide information about the Shares to a limited number of private, qualified investors in Austria.

Notice to residents of Bahamas

The Shares shall not be offered or sold into The Bahamas except in circumstances that do not constitute an offer to the public. The Shares may not be offered or sold or otherwise disposed of in any manner to persons deemed by the Central Bank of the Bahamas as resident for exchange control purposes, unless such persons deemed as resident obtain the prior approval of the Central Bank of the Bahamas.

Notice to residents of Bahrain

This Prospectus has not been approved by the Central Bank of Bahrain which takes no responsibility for its contents. No offer to the public to purchase the Shares will be made in the Kingdom of Bahrain and this Prospectus is intended to be read by the addressee only and must not be passed to, issued to, or shown to the public generally.

Notice to residents of Belgium

This Prospectus has not been submitted for approval to the Banking, Finance and Insurance Commission (*Commission Bancaire, Financiere et des Assurances/Commissie voor het Bank, Financie- en Assurantiewezen*) and is therefore transmitted on a purely confidential basis. Accordingly, the Shares may not be publicly offered for sale, sold or

marketed in Belgium by means of a public offering under Belgian law. Any offer to sell the Shares in Belgium will be permitted exclusively to either (i) persons who each subscribe for a minimum of €250,000, or (ii) qualifying professional investors, as defined under Belgian law.

Notice to residents of Brazil

The offering of Shares has not been and will not be registered with the Brazilian Securities Commission (*Comissão de Valores Mobiliários*). The Shares and this Prospectus may not be publicly distributed or sold in Brazil.

Notice to residents of Canada

British Columbia, Ontario and Québec

This Prospectus constitutes an offering of the Shares only in those jurisdictions and to those persons where and to whom they may be lawfully offered for sale, and therein only by persons permitted to sell such Shares. The Fund has not filed a prospectus with any securities commission or similar authority in Canada in respect of the Shares and accordingly, the Shares are not qualified for sale in Canada and may not be offered or sold directly or indirectly in Canada except pursuant to an exemption from the prospectus and registration requirements of Canadian securities laws. The offering of the Shares in Canada is being made solely by this Prospectus and no person has been authorized to give any information or to make any representation other than those contained in the Prospectus. No securities commission or similar authority in Canada has reviewed or in any way passed upon this document or the merits of the Shares and any representation to the contrary is an offence.

This Prospectus is not, and under no circumstances is to be construed as, an advertisement or a public offering of the Shares in Canada. The information contained in this Prospectus is furnished on a confidential basis to prospective investors solely to enable prospective investors to evaluate an investment in the Shares. By accepting delivery of this Prospectus, prospective investors agree that they will not transmit, reproduce or otherwise make this Prospectus, or any information contained in it, available to any other person (other than those persons, if any, retained by a prospective purchaser to advise such prospective purchaser with respect to the Shares and their merits) without the prior written consent of the directors.

References to monetary amounts in this Prospectus are expressed in British pounds sterling (£). Fluctuations in the exchange rate between the Canadian dollar and the British pound sterling will affect the Canadian dollar equivalent of the offering price of the Shares and the financial information contained herein. In addition, the financial information contained herein has not been prepared in accordance with Canadian generally accepted accounting principles.

Purchasers' representations, acknowledgements and covenants

Confirmations of the acceptance of offers to purchase Shares will be sent to purchasers in Canada who have not withdrawn their offers to purchase prior to the issuance of such confirmations. Each purchaser of Shares in Canada who receives a purchase confirmation, by the purchaser's receipt thereof, represents to the Fund and the directors that (a) such purchaser is a person or company to which Shares may be sold without the benefit of a prospectus qualified under applicable provincial securities laws; (b) to the knowledge of such purchaser, the sale of the Shares was not accompanied by any advertisement in printed media of general and regular paid circulation, radio or television; (c) such purchaser has reviewed the terms referred to below under the heading "resale restrictions"; (d) where required by applicable Canadian securities law, such purchaser is purchasing as principal and not as agent; (e) such purchaser is an "accredited investor" as such term is defined in Section 1.1 of National Instrument 45-106 – prospectus and registration exemptions ("NI 45-106"); and (f) such purchaser has not been created or used solely to purchase or hold securities as an "accredited investor" under section 2.3 of NI 45-106. In addition, each purchaser in Canada acknowledges that its name and other specified information, including information pertaining to the Shares acquired by such purchaser, may be disclosed to Canadian securities regulatory authorities and become available to the public in accordance with the requirements of applicable Canadian securities laws and consents to the disclosure of this information.

Resale restrictions

The distribution of the Shares in Canada is being made on a private placement basis. As a consequence, certain protections, rights and remedies provided by applicable Canadian securities laws will not be available to purchasers in Canada. The Shares offered hereby will be subject to restrictions on transfer and resale in Canada until such time as (a) the appropriate "restricted periods" have been satisfied, (b) a further statutory exemption may be relied upon by the investor, or (c) an appropriate discretionary order is obtained pursuant to the applicable securities laws. As the issuer is

not a reporting issuer in any Canadian jurisdiction, the applicable restricted period may never expire and if no further statutory exemption may be relied upon or if no discretionary order is obtained, this could result in an investor having to hold the Shares for an indefinite period of time. The Fund and the directors are not in any manner responsible for ensuring compliance by purchasers with any resale restrictions. Purchasers of the Shares are advised to seek legal advice prior to any resale of the Shares.

Enforcement of legal rights

All of the fund's and manager's directors and officers may be located outside Canada and, as a result, it may not be possible for Canadian purchasers to effect service of process within Canada upon the Fund, its directors or officers, the manager or its directors or officers. All or a substantial portion of the assets of the fund, the directors, the manager and such persons may be located outside Canada and, as a result, it may not be possible to satisfy a judgment against the Fund, the directors, the manager or such persons in Canada or to enforce a judgment obtained in Canadian courts against the Fund, the directors, the manager or such persons outside Canada.

Contractual and/or statutory rights of action

Securities legislation in certain of the Canadian jurisdictions requires purchasers to be provided with a remedy for rescission or damages, or both, in addition to and not in derogation from any other right they may have at law, where an offering memorandum (including the Prospectus) and any amendment to it contains a misrepresentation. These remedies must be exercised by the purchaser within the time limits prescribed by the applicable securities legislation. Purchasers should refer to the applicable provisions of the securities legislation for the complete text of these rights or consult with a legal adviser.

The applicable contractual and/or statutory rights are summarized below. The summary is subject to the express provisions of the applicable provincial securities laws and the regulations and rules thereunder and reference is made thereto for the complete text of such provisions.

Purchasers in Ontario, British Columbia and Québec to whom this Prospectus is delivered and who purchase shares in reliance on the prospectus exemption provided by sections 2.3 or 2.10 of NI 45-106 are hereby granted the following rights:

In the event that this Prospectus or any amendment thereto delivered to a purchaser of shares in Ontario, British Columbia or Québec contains an untrue statement of a material fact or omits to state a material fact that is required to be stated or that is necessary to make any statement therein not misleading in the light of the circumstances in which it was made (a "misrepresentation") and it was a misrepresentation at the time of purchase, the purchaser will be deemed to have relied upon the misrepresentation and will, subject as hereinafter provided, have a right of action against the Fund for damages, or, while still the owner of the Shares purchased by that purchaser, for rescission, in which case, if the purchaser elects to exercise the right of rescission, the purchaser will have no right of action for damages against the Fund, provided that:

The right of action for rescission will be exercisable by a purchaser only if the purchaser gives notice to the Fund not later than 180 days after the date of the transaction that gave rise to the cause of action;

The right of action for damages or any other action other than the right of action for rescission will be exercisable by a purchaser only if the purchaser gives notice to the Fund not later than the earlier of (i) 180 days after the purchaser had knowledge of the facts giving rise to the cause of action or (ii) three years after the date of the transaction that gave rise to the cause of action;

The Fund will not be liable if it proves that the purchaser purchased the interests with knowledge of the misrepresentation;

In the case of an action for damages, the Fund will not be liable for all or any portion of the damages that it proves does not represent the depreciation in value of the Shares as a result of the misrepresentation relied upon; and

In no case will the amount recoverable in any action exceed the price at which the Shares were sold to the purchaser.

The contractual and/or statutory rights discussed above are in addition to and without derogation from any other right the purchaser may have at law and are subject to certain statutory defences.

Designation of Ontario dealer (Ontario only)

Unless the Fund has engaged an Ontario-registered dealer to place Shares of the Fund in Ontario, each purchaser of Shares in Ontario will be required to designate an Ontario-registered dealer to complete the purchase of the Shares on its behalf. The staff of the Ontario securities commission take the position that a person that provides investment advice to a fund that distributes its shares in Ontario is considered to be acting as an adviser in Ontario, and is subject to the requirement to register as an adviser, notwithstanding that the advice may be given to and received by the Fund outside of Ontario. The Fund is not registered in Ontario. However, the Fund may rely upon an exemption from the adviser registration requirement if the Shares are distributed through an Ontario-registered dealer. Accordingly, unless the Fund has engaged an Ontario-registered dealer to place the Shares in Ontario, no sale will be made to a purchaser resident in Ontario unless the designation form contained in the subscription agreement has been completed and delivered to the Fund.

Certain Canadian income tax considerations

Prospective purchasers of the Shares should consult their own tax advisers with respect to any taxes eligible in connection with the acquisition, holding or disposition of these interests. It is recommended that tax advisers be employed in Canada, as there are a number of substantive Canadian tax compliance requirements for Canadian investors.

Ontario personal information authorization

Each purchaser of Shares in Ontario hereby authorizes: (i) the filing by the Fund with the Ontario securities commission and each other provincial securities regulatory authority (the “regulator”) of the information (the “information”) with respect to its name, address, telephone number, aggregate purchase price, and type of securities purchased, which is being collected for the purpose of the administration and enforcement of securities legislation; and (ii) the indirect collection of the information by the regulator.

Each purchaser of Shares in Ontario further confirms that it has been notified by the Fund: (i) that the Fund will be delivering the information to the regulator, (ii) that such information is being collected indirectly by the regulator under the authority granted to it in securities legislation; (iii) that such information is being collected for the purpose of the administration and enforcement of securities legislation; and (iv) that the title, business address and business telephone number of the public official in the province of Ontario who can answer questions about the regulator’s indirect collection of the information is as follows:

Administrative Assistant to the Director of Corporate Finance

Ontario Securities Commission
18th floor, 20 Queen Street West
Toronto, Ontario M5H 2S8
Telephone: (416) 597-0681

Language of documents

Upon receipt of this document, each Canadian investor hereby confirms that it has expressly requested that all documents evidencing or relating in any way to the sale of the securities described herein (including for greater certainty any purchase confirmation or any notice) be drawn up in the English language only. *Par la réception de ce document, chaque investisseur canadien confirme par les présentes qu’il a expressément exigé que tous les documents faisant foi ou se rapportant de quelque manière que ce soit à la vente des valeurs mobilières décrites aux présentes (incluant, pour plus de certitude, toute confirmation d’achat ou tout avis) soient rédigés en anglais seulement.*

Notice to residents of the Cayman Islands

The Fund does not intend to establish a place of business or otherwise intend to conduct business in the Cayman Islands. Accordingly, the fund should not be subject to the supervision of any Cayman Islands authority. **Notice to residents of Chile**

The Shares have not been, and will not be, registered with the Chilean Securities Commission (*Superintendencia de valores y seguros*) and may not be offered and sold in Chile except in circumstances which do not constitute a public offering or distribution under Chilean laws and regulations.

Notice to residents of Denmark

The Shares have not been filed and will not be filed with, authorized or approved by the Danish Financial Supervisory Authority (*Finanstilsynet*) or any other regulatory authority in Denmark. The Shares have not been offered or sold and may not be offered or sold or delivered directly or indirectly to the public in Denmark. This Prospectus is strictly for private use by its holder and may not be passed on to third parties or otherwise publicly distributed.

Notice to residents of Egypt

The offering for the Shares described herein is not a public offering in Egypt. The Shares have not been, and they will not be, registered under the Egyptian Capital Market law no. 95 of 1992 and are being offered pursuant to an exemption therefrom. Consequently, no application for the approval of, or any registration or filing with, the Egyptian Capital Market Authority has been made.

Notice to residents of Finland

This Prospectus does not constitute a public offer or an advertisement to the public in the Republic of Finland. The Shares will not and may not be offered, sold, advertised or otherwise marketed in Finland under circumstances which would constitute a public offering under Finnish law. Any offer or sale of the Shares in Finland shall be made pursuant to a private placement exemption as defined under European council directive 2003/71/ec, Article 3(2) and Finnish Securities Market Act (1989/495, as amended) and any regulation(s) made thereunder, as supplemented and amended from time to time. This Prospectus has not been approved by or notified to the Finnish financial supervision authority.

Notice to residents of France

Neither the offer and sale of the Shares nor this Prospectus has been approved by the *Autorité des Marchés Financiers*. Accordingly, this Prospectus and any other document or material in connection with the offer or sale of the Shares may not be circulated or distributed, nor may Shares be offered and sold, to any person or entity other than the recipients hereof.

Notice to residents of Germany

The Shares have not been, and will not be, registered under the German Investment Act, and any public offer or sale of, or advertisement in relation to, the Shares in Germany constitutes a violation of applicable law. This Prospectus and other offering materials relating to the Shares are strictly confidential and shall not be distributed to any person or entity other than the recipients hereof.

Notice to residents of Hong Kong

No action has been taken to permit an offering of the Shares to the public in Hong Kong and, accordingly, no copy of this Prospectus may be issued, circulated or distributed in Hong Kong other than (i) exclusively to persons whose business involves the acquisition, disposal or holding of securities, whether as principal or agent; or (ii) otherwise in circumstances that do not constitute an invitation to the public under the protection of investors ordinance (chapter 335 of the laws of Hong Kong). This Prospectus is strictly confidential and is solely for use by the recipient hereof for the purpose of evaluating the Shares. It shall not be used, copied, reproduced or distributed in whole or in part to any other person or entity.

Notice to residents of Indonesia

The Shares have not been and will not be offered, transferred or sold, directly or indirectly, in Indonesia or to any Indonesian residents or citizens in a manner which constitutes a public offering under the laws and regulations of Indonesia. This Prospectus may not be used for purposes of an offer or an invitation in any circumstances in which such offer or invitation is not authorized.

Notice to residents of the Republic of Ireland

Neither this Prospectus nor the Fund has been authorised or approved by the Central Bank of Ireland for marketing in Ireland nor is the Fund supervised by the Central Bank of Ireland, accordingly, no shares or other interests in the Fund may be marketed, offered or sold to any person in Ireland whether pursuant to this Prospectus or otherwise.

Notice of residents of Isle of Man

The Company is an unregulated collective investment scheme for the purposes of Isle of Man law. Accordingly, the promotion in the Isle of Man of the Shares is restricted by Section 3 of the Collective Investment Schemes Act 2008 and the Shares may only be promoted in the Isle of Man to certain categories of licenceholder under the Financial Services Act 2008, to authorised insurers within the meaning of section 8 of the Insurance Act 2008, or to persons whose ordinary business involves the acquisition and disposal of property of the same kind as the property, or a substantial part of the property, to which the Company relates. Promotion of the Shares may also be made by persons who are ‘permitted persons’ as defined in the Financial Services Act 2008 to those persons to whom unregulated collective investment schemes can be marketed pursuant to the Financial Supervision (Promotion of Unregulated Schemes) (Exemption) Regulations 1992.

The Company is not subject to approval in the Isle of Man and investors are not protected by any statutory compensation arrangements in the event of the Company’s failure.

The Isle of Man Financial Supervision Commission does not vouch for the financial soundness of the Company or the correctness of any statements made or opinions expressed with regard to it in this document.

Notice to residents of Italy

This offering has not been cleared under Italian securities laws and the regulations of the Commissione Nazionale per le Società e la Borsa. Accordingly, no action has or will be taken which would allow, or qualify as, an offering of Shares in Italy. No active marketing of the Shares has been carried out in Italy and this Prospectus has been sent to the recipient at the recipient’s request. The recipient acknowledges the above and hereby agrees not to re-sell or otherwise transfer any Shares. This Prospectus and other offering materials relating to the offer of Shares are strictly confidential and may not be distributed to any person or entity other than the recipient hereof.

Notice to residents of Japan

The Shares have not been and will not be registered under the securities and exchange law of Japan (“SELJ”), no securities registration statement nor any offering material have been filed pursuant thereto with any Japanese authority, and the distributor of the Shares in Japan is not required to obtain a license or be registered to engage in securities business.

The Shares may not be transferred directly or indirectly to, or for the benefit of, any resident of Japan (which means any persons resident in Japan, including any corporation or other entity organized under the laws of Japan) or to others directly or indirectly in Japan except: (a) where the solicitation or offer of the Shares was made in the form of a qualified institutional investor (*Tekikaku Kikan Toshika*, as defined in the SELJ) private placement, in which case a holder of shares will be prohibited from transferring those shares (or some proportion thereof) to any third party other than a qualified institutional investor; or (b) where the solicitation or offer of the shares was made in the form of a small number of investors private placement (as stipulated under the SELJ), in which case partial transfers of the Shares are prohibited, and the Fund must transfer all of its shares. The transfer restrictions above shall not apply where the applicant (i) has subscribed for or purchased its shares outside Japan; (ii) does not solicit the sale of its shares within Japan; and (iii) transfers its shares outside of Japan.

Notice to residents of Jersey

The Jersey Financial Services Commission (the “JFSC”) has given, and has not withdrawn, its consent under Article 8 of the Control of Borrowing (Jersey) Order 1958 to the circulation of this prospectus in Jersey. The JFSC is protected by the Control of Borrowing (Jersey) Law 1947, as amended, against liability arising from the discharge of its functions under that law.

It must be distinctly understood that, in giving these consents, the JFSC takes no responsibility for the financial soundness of the Fund or for the correctness of any statements made, or opinions expressed, with regard to it.

Marketing activities carried on in Jersey in connection with the Fund may also be subject to the Financial Services (Jersey) Law 1998 and subordinate legislation made thereunder.

Notice to residents of Kuwait

This offering has not been approved by the Kuwait Central Bank or the Kuwait Ministry of Commerce and Industry, nor has the Fund received authorization or licensing from the Kuwait Central Bank or the Kuwait Ministry of Commerce and Industry to market or sell the Shares within Kuwait. Therefore, no services relating to the offering, including the receipt of applications and/or the allotment of Shares, may be rendered within Kuwait by the Fund or persons representing the Fund.

Notice to residents of Luxembourg

This Prospectus is strictly private and confidential and is being issued to a limited number of institutional investors in the Grand-Duchy of Luxembourg, and may not be reproduced or used for any other purpose, nor provided to any person other than the recipient hereof. No public offering or sale of any shares or distribution of any offering material relating thereto may be made in or from Luxembourg except for shares for which the public offering requirements have been met.

Notice to residents of Malaysia

The Shares are being offered to investors strictly as principals under a very limited and exclusive private placement, within the exclusions specified pursuant to sections 38(1)(a) and 39(1)(a) of the Securities Commission Act, 1993. If the offeree is in doubt as to the action it should take, the offeree should consult its stockbroker, bank manager, solicitor or other professional adviser immediately.

Notice to residents of Mexico

The Shares have not been and will not be registered with the National Registry of Securities maintained by the Mexican National Banking Commission and may not be offered or sold publicly in Mexico. This Prospectus may not be publicly distributed in Mexico.

Notice to residents of the Netherlands

The Shares may not be offered, sold, transferred or delivered in or from the Netherlands as part of their initial distribution or at any time thereafter, directly or indirectly, other than to banks, pension funds, insurance companies, securities firms, investment institutions, central governments, large international and supranational organizations and other comparable entities, including, among others, treasuries and finance companies of large companies or enterprises, who or that do trade or invest in securities in the conduct of their profession or trade for their own account. Individuals or legal entities that do not trade or invest in securities in the conduct of their profession or trade (within the meaning of article 1 of the exemption regulation of 9 October 1990 issued pursuant to article 14 of the Investment Institution Supervision Act) may not acquire Shares.

Notice to residents of Norway

This Prospectus has not been filed in accordance with the Norwegian Securities Trading Act 1997 as amended. This Prospectus has not been approved or disapproved by, or registered with, either the Oslo Stock Exchange or the Norwegian Registry of Business Enterprises. This Prospectus may not, be copied or either directly or indirectly be distributed by the recipient.

Notice to residents of Oman

Prospective investors should seek professional advice before making any investment. The Shares, this Prospectus and any other offering material relating to the Shares may not be distributed to the public in Oman and may only be made available privately with the approval of the Directors. In the case of an institutional investor, such investor should ensure that the investment sought to be made by it is in compliance with its establishing charter.

Notice to residents of the Philippines

These Shares have not been registered with the Philippines Securities & Exchange Commission and may not be sold or offered for sale to the public in the Philippines.

Notice to residents of Portugal

This Prospectus has not been registered with the Portuguese Securities Exchange Market Commission (*Comissão de Mercado dos Valores Mobiliários*) and therefore the Shares may not be offered, sold publicly or otherwise advertised in Portugal. In addition, this Prospectus may not be publicly distributed in Portugal.

Notice to residents of Qatar

All applications for investment should be received outside Qatar, and any allotments made from outside Qatar.

Notice to residents of Saudi Arabia

The offer and sale of the Shares will only take place within the Kingdom of Saudi Arabia in accordance with the Capital Market Law, including the Offer of Securities Regulations issued thereunder. Prior to any offer of shares in the Kingdom of Saudi Arabia, the capital market authority will be notified of this offering in accordance with the Offer of Securities Regulations. The Shares have not been and will not be approved or disapproved by the Capital Market Authority nor will the Capital Market Authority comment upon the accuracy or adequacy of the Prospectus. Furthermore, the Capital Market Authority takes no responsibility for the accuracy or adequacy of the information contained in the Prospectus.

Notice to residents of Singapore

The offer or invitation which is the subject of this Prospectus is not allowed to be made to the retail public. This Prospectus is not a prospectus as defined in the Securities and Futures Act, Chapter 289 of Singapore (“SFA”). Accordingly, statutory liability under the SFA in relation to the content of prospectuses would not apply. You should consider carefully whether the investment is suitable for you. This Prospectus has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this Prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of Shares may not be circulated or distributed, nor may Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 304 of the SFA, (ii) to a relevant person, or any person pursuant to Section 305(2), and in accordance with the conditions, specified in Section 305 of the SFA or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Notice to residents of South Korea

The Shares may not be offered, directly or indirectly, to any residents of the Republic of Korea (as defined under the Foreign Exchange Management Law of the Republic of Korea) or in the Republic of Korea, except pursuant to applicable laws and regulations of the Republic of Korea.

Notice to residents of Spain

This Prospectus has not been registered, nor will it be registered, with the Spanish Securities Market Commission (*Comisión Nacional del Mercado de Valores*). Therefore, the Shares may not be sold, offered or distributed in Spain except in circumstances which do not constitute an offer of securities in Spain within the meaning of Spanish securities laws. The Shares may not be publicly offered, marketed or promoted, nor any public offer in respect thereof made, in the Kingdom of Spain. Neither the Prospectus nor any other materials relating to the offer of Shares may be distributed, in the Kingdom of Spain, except in circumstances which do not constitute a public offering and marketing within the meaning of Spanish laws and regulations. The Prospectus and any other materials relating to the Shares are strictly confidential and may not be distributed to any person or entity other than the recipient hereof.

Notice to residents of Sweden

This Prospectus has not been approved by or registered with the Swedish Financial Supervisory Authority (*Finansinspektionen*) pursuant to the Swedish Financial Instruments Trading Act (*lagen 1991:980 om handel med finansiella instrument*). Accordingly, the Shares may only be offered in Sweden in circumstances that will not result in a requirement to prepare a prospectus pursuant to the Swedish Financial Instruments Trading Act. The Fund is not an Investment Fund (*fondföretag*) for the purpose of the Swedish Investment Funds Act (*lag (2004:46) om investeringsfonder*) and has therefore not been, nor will it be, approved or registered by the Swedish Financial Supervisory Authority pursuant to the Swedish Investment Funds Act.

Notice to residents of Switzerland

The Fund has not been registered with the Swiss Financial Market Supervisory Authority (“**FINMA**”) under the Swiss Collective Investment Schemes Act of June 23, 2006 (“**CISA**”). Consequently, the Fund is not supervised by the FINMA and therefore the investors cannot claim any protection under the CISA. As shares of a non-registered fund under the CISA, the Shares cannot be publicly advertised in or from Switzerland. This Prospectus has been prepared for private information purposes of interested investors only and does not constitute a prospectus pursuant to the Swiss Federal Code of Obligations. This Prospectus is strictly for private use by its recipient and shall not be copied or distributed.

Notice to residents of Taiwan

The Shares are not and will not be registered in Taiwan and may not be sold, issued or offered in Taiwan. The Shares cannot be offered, distributed or resold within the Republic of China without prior approval from the regulatory authorities of the Republic of China.

Notice to residents of the United Arab Emirates

The Prospectus has not been registered with the Central Bank of the United Arab Emirates, and the Shares may not be offered to the public in the United Arab Emirates. Further, the information contained in this Prospectus is not intended to lead to the conclusion of any contract of whatsoever nature in the territory of the United Arab Emirates. The Shares will only be sold outside the United Arab Emirates.

Notice to residents of the United Kingdom

The Fund is an unregulated collective investment scheme for the purposes of the UK Financial Services and Markets Act 2000. As an unregulated scheme, it cannot be marketed in the UK to the general public. This document is only intended for (i) investment professionals falling within both article 14(5) of the Financial Services and Markets Act 2000 (Financial Promotion of Collective Investment Schemes) (Exemptions) Order 2001 (the “CIS Promotion Order”) and article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “General Promotion Order”) or (ii) high net worth companies and other persons falling within both article 22(2)(a) to (d) of the CIS Promotion Order and article 49(2)(a) to (d) of the General Promotion Order or (iii) other persons to whom this document could lawfully be distributed and who fall within an exemption both in the CIS Promotion Order and the General Promotion Order. Persons specified in (i) to (iii) above who receive this document in circumstances which do not amount to an offer to the public within the meaning of Part VI of FSMA are collectively referred to as “relevant persons”. This document must not be acted on or relied on by persons who are not relevant persons. Any investment activity to which this document relates is available only to relevant persons and will be engaged in only with relevant persons.

The rules made by the Financial Services Authority under FSMA for the protection of private customers do not apply to the Shares and the Financial Services Compensation Scheme established under section 213 of FSMA will not be available in respect of any investment made in the Fund.

Notice to residents of Venezuela

The Fund has not been registered with the *Comisión Nacional de Valores* and may not be publicly offered or sold in Venezuela and this Prospectus may not be publicly distributed in Venezuela.

PART II

APPLICATION FOR PARTICIPATING SHARES

Please note that the Directors have discretion under the Articles to refuse any application for Participating Shares.

If you wish to apply for Participating Shares, you must complete an application form in relation to Participating Shares in accordance with the instructions printed thereon and send it together with payment in full by cheque, bank draft or telegraphic transfer. Such application forms may be requested from the Administrator by writing to PO Box 255, Trafalgar Square, Les Banques, St Peter Port, Guernsey GY1 3QL and are also available on the Fund's website at www.glanmore.com. Applications sent by post should be addressed to NORTHERN TRUST INTERNATIONAL FUND ADMINISTRATION SERVICES (GUERNSEY) LIMITED, TRAFALGAR COURT, PO BOX 255 LES BANQUES, ST. PETER PORT, GUERNSEY, CHANNEL ISLANDS GY1 3QL and marked ATTN: GLANMORE FUND. Applications sent by facsimile transmission should be sent to NORTHERN TRUST INTERNATIONAL FUND ADMINISTRATION SERVICES (GUERNSEY) LIMITED, FAX NO +44 1481 745 181. Applications must be sent so as to arrive not later than 5pm (Guernsey time) on the Business Day prior to the relevant Subscription Day.

In relation to subscriptions for Participating Shares, cheques and bank drafts should be made payable to THE GLANMORE PROPERTY FUND LIMITED CLIENT MONEY and crossed "Not Negotiable" and enclosed with the application form. Monies sent by telegraphic transfer must be in **Sterling** and should be sent to Northern Trust (Guernsey) Limited, PO Box 71, Trafalgar Court, Les Banques, St. Peter Port Guernsey GY1 3DA, CHANNEL ISLANDS, Sort Code 40 48 84, Swift Code BBSGSG33, Account Name: The Glanmore Property Fund Limited Client Money account 2455100, Reference: [Investor Name]. An application will not be valid unless these requirements are fulfilled and cheques and bank drafts presented for payment are honoured on first presentation. All cheques will be presented on receipt by the Administrator.

Applicant undertakings

By completing and delivering an application form together with payment each applicant undertakes to the Fund as follows:

- (a) it acknowledges the right of the Fund to scale down applications and to reject applications in whole or in part without any liability on the part of the Directors, Manager, Administrator or Custodian. In such case application monies will be returned to applicants by cheque sent through the post at the applicant's own risk and expense;
- (b) any application shall be irrevocable and any cheque or bank draft presented for payment will be honoured on first presentation;
- (c) the application and any issue of Participating Shares made on and subject to the terms and conditions of this document, the application form and the Articles;
- (d) the application for Participating Shares is based solely upon the information in this document and no other information or representation has been relied upon; and
- (e) any monies returned to it will not include any interest which may have been earned while they were held by the Administrator.

MONEY LAUNDERING DECLARATIONS

The Criminal Justice (Proceeds of Crime) (Financial Services Businesses) (Bailiwick of Guernsey) Regulations 2007 and the Handbook for Financial Services Businesses on Countering Financial Crime and Terrorist Financing (containing rules and guidance) require the Fund to establish the identity of the person by whom or on whose behalf an application form is lodged with payment.

The applicant or agent lodging the application form shall be deemed to agree to provide the Fund with such information and other evidence as the Fund may require to satisfy the Verification of Identity Requirements.

The documentation required to comply with the Verification of Identity Requirements will vary depending on the type of applicant, the nature of the relationship between the Fund and the applicant, and whether the applicant is in a Recognised Jurisdiction as defined under Criminal Justice (Proceeds of Crime) (Financial Services Businesses) (Bailiwick of Guernsey) Regulations 2007. Recognised jurisdictions are:

“Recognised Jurisdiction”

Australia, Austria, Belgium, Canada, Cyprus, Denmark, Finland, France, Germany, Gibraltar, Hong Kong, Iceland, Ireland, Isle of Man, Italy, Japan, Jersey, Luxembourg, Malta, Netherlands, New Zealand, Norway, Portugal, Singapore, South Africa, Spain, Sweden, Switzerland, United Kingdom, United States of America.

APPLICANTS FROM RECOGNISED JURISDICTIONS

Before submitting your Application please ensure that you have satisfied the Due Diligence requirements.

1. Individual Investor Requirements:

<input type="checkbox"/>	A fully completed application form. If any information is not provided, we reserve the right to reject or delay the application until all information is complete.
<input type="checkbox"/>	A certified* copy of the passport or national identity card of each applicant (bearing a photo), together with a recent original or certified* copy of a utility bill or other as proof of the residential address.
<input type="checkbox"/>	The initial and any subsequent investments must be received from an account held in the applicant’s own name, by cheque drawn on the applicant’s own bank account.
<input type="checkbox"/>	A telephone number for the first named applicant.

2. Trustee Requirements:

<input type="checkbox"/>	A fully completed application form. If any information is not provided, we reserve the right to reject or delay the application until all information is complete.
<input type="checkbox"/>	List of names, date of birth, occupation and permanent addresses of all trustees/settlors and protectors.
<input type="checkbox"/>	*Certified copies of the above trustees’/settlors and protectors full identification as detailed per parts 1 for an individual and part 3 for a company.
<input type="checkbox"/>	A recent original or certified* copy of the Trust Deed, or extracts showing the name of the trust, the date of the settlement, the governing law, the name of the settlor, the name of the protector and the schedule of named beneficiaries.
<input type="checkbox"/>	*Certified authorised signatory list.
<input type="checkbox"/>	The initial and any subsequent investments must be received from an account held in the trustee’s own name, by cheque drawn on the trustee’s own bank account.

3. Corporation/Company requirements:

	Public
<input type="checkbox"/>	A fully completed application form. If any information is not provided, we reserve the right to reject or delay the application until all information is complete.

<input type="checkbox"/>	Articles of association (as to the power of signatories) together with a certified copy of the authorised signatory list.
<input type="checkbox"/>	If the company is a subsidiary of a listed parent, a structure diagram to be provided.
<input type="checkbox"/>	The initial and any subsequent investments must be received from an account held in the company's own name, by cheque drawn on the company's own bank account.
Private	
<input type="checkbox"/>	A fully completed application form. If any information is not provided, we reserve the right to reject or delay the application until all information is complete.
<input type="checkbox"/>	A certified* copy of the company's certificate of incorporation, the memorandum & articles of association, or equivalent constitutive documents.
<input type="checkbox"/>	List of all directors' names, occupations, residential and business addresses and dates of birth.
<input type="checkbox"/>	Register of shareholders.
<input type="checkbox"/>	Identification as per individual investor (see part 1 above) for at least 2 directors and all shareholders holding a beneficial interest in the Company of more than 10%.
<input type="checkbox"/>	Organisation Structure Diagram.
<input type="checkbox"/>	The initial and any subsequent investments must be received from an account held in the company's own name, by cheque drawn on the company's own bank account.
<input type="checkbox"/>	A certified* copy of the passport or national identity card of each company employee authorised to deal on this account.
<input type="checkbox"/>	An authorised signatory list.

4. Partnership Requirements:

<input type="checkbox"/>	A fully completed application form. If any information is not provided, we reserve the right to reject or delay the application until all information is complete.
<input type="checkbox"/>	A certified* copy of the partnership deed or agreement, or equivalent constitutive documents.
<input type="checkbox"/>	List of names, date of birth, occupation and permanent addresses of all partners.
<input type="checkbox"/>	*Certified copies of the above partners' identification as detailed per parts 1 for an individual and part 3 for a company.
<input type="checkbox"/>	*Certified copy of the partnership agreement.
<input type="checkbox"/>	The initial and any subsequent investments must be received from an account held in the partnership's own name, by cheque drawn on the partnership's own bank account.
<input type="checkbox"/>	If the application form is not signed by all partners, a certified* copy of the authority, in the form of a certified * resolution, given by all the partners to the applicant should be provided.
<input type="checkbox"/>	*Certified copy of the authorised signatory list.

***All documents must be certified as true copies**

Copies of the requested documentation must be supplied in the form of a certified true and exact copy. Certification of copies of documentation may be made by the following types of person (although this list is not exhaustive):- Solicitor/Notary Public/Accountant/Banker/Local Police Officer or other professional persons. Documentation cannot be certified by the applicant whether that be an individual, trust, company or partnership. The person certifying the copy document must sign, date and officially stamp all the documentation, detailing in what capacity they are acting.

APPLICANTS FROM NON-RECOGNISED JURISDICTIONS

The Fund will require all applicants from non-recognised jurisdictions to provide the equivalent documentation that would accompany an application form from a recognised jurisdiction (as above), as a minimum. However, all applications from non-recognised jurisdictions will be considered on a case-by-case basis and additional due diligence documentation may be requested.

APPLICATION FORM

This application form should be completed and sent to NORTHERN TRUST INTERNATIONAL FUND ADMINISTRATION SERVICES (GUERNSEY) LIMITED, TRAFALGAR COURT, PO BOX 255, LES BANQUES, ST. PETER PORT, GUERNSEY, CHANNEL ISLANDS GY1 3QL.

The procedure for Application is set in the Prospectus.

To: The Directors of The Glanmore Property Fund Limited.

Gentlemen,

I/we offer irrevocably to subscribe the amount stated below for Shares on the terms of the document attached to this application and the Prospectus and subject to the Memorandum and Articles of Incorporation of the Fund and subject to the laws of the Island of Guernsey.

Investment Details

Investment amount: Sterling
(Minimum initial investment is not less than £5,000)

Method of payment (*delete as appropriate),

*I/we enclose a cheque payment crossed "Not Negotiable" (cheques should be made payable to: The Glanmore Property Fund Limited – Clients Money)

or

*I/we confirm that payment has been made by telegraphic transfer to Northern Trust (Guernsey) Limited, PO Box 71, Trafalgar Court, Les Banques, St Peter Port, Guernsey GY1 3DA Sort Code 40 48 84, Swift Code BBCOGGSP, Account Name: The Glanmore Property Fund Limited - Client Money A/C 2455100 Reference: [Investor Name] for the sum set out above.

***I/we understand that the completion of this application form accompanied by a cheque or bank draft or confirmation that monies have been remitted by telegraphic transfer constitutes a warranty that the cheque or bank draft will be honoured on first presentation and constitutes an acceptance of the other terms and conditions of application set out in Prospectus and the Application Form. I/we understand that no application will be accepted unless and until payment in full for the Shares has been made.**

DATA PROTECTION

I/We acknowledge and agree that:

- (a) information provided to the Administrator by me/us will be stored on the Administrator's computer system and manually;
- (b) for the purposes of the Data Protection (Bailiwick of Guernsey) Law, 2001 (the "**Data Protection Law**") and other relevant data protection legislation which may be applicable, the Administrator is required to specify the purposes for which it will hold personal data. The Administrator will only use such information for the purposes set out below (collectively, the "**Purposes**"), being to:
 - (i) process my/our personal data (including sensitive personal data) as required by or in connection with my/our investment in the Fund including processing personal data in connection with credit and money laundering checks on me/us;
 - (ii) communicate with me/us as necessary in connection with my/our affairs and generally in connection with my/our investment in the Fund;
 - (iii) provide personal data to such third parties as the Administrator may consider necessary in connection with my/our affairs and generally in connection with my/our investment in the Fund or as the Data Protection Law may require, including to third parties outside the Bailiwick of Guernsey or the European Economic Area;
 - (iv) transfer personal data to other companies within the same group as the Administrator and the Investment Manager (including to any such companies which are outside the Bailiwick of Guernsey or the European Economic Area) who assist in the provision of services to investors;
 - (v) transfer personal data to other companies within the same group as the Investment Manager (including to any such companies which are outside the Bailiwick of Guernsey or the European Economic Area) who wish to use such information for marketing purposes to promote their services to me/us, including by means of electronic communications;
 - (vi) process my/our personal data for the Administrator's internal administration.

In providing the Administrator with information, I/we hereby represent and warrant to the Administrator that I/we have obtained the consent of any data subjects other than myself/ourselves to the Administrator holding and using their personal data for the purposes other than the purpose set out in paragraph (v) above (including the explicit consent of the data subjects for the processing of any sensitive personal data for the purpose set out in paragraph (i) above) and that I/we will use my/our best endeavours to obtain the consent of the data subjects to the Administrator holding and using personal data for the processing of any personal data for the purpose set out in paragraph (v) above.

For the purposes of this Application Form, "data subject", "personal data" and "sensitive personal data" shall have the meanings attributed to them in the Data Protection Law.

I/We consent to the recording of telephone calls that I/we make to and receive from the Administrator, the Fund, the Custodian or the Investment Manager and their delegates or duly appointed agents and any of their respective related, associated or affiliated companies for record keeping, security and/or training purposes. I/We consent to the Fund or the Investment Manager sending information about other investment services to me/us by letter, telephone or other reasonable means of communication. I/We understand that I/we have a right not to receive such information.

*I/we agree to receive ongoing investor information in relation to my/our investment in the Fund, including but not limited to any information requested by me/us, confirmations of transactions, reporting, ongoing disclosure of material changes and significant events and any additional information as applicable, that can be sent to an email address that I/we provide to you and/or through the Fund's or any relevant websites. I/we agree that Northern Trust International Fund Administration Services (Guernsey) Limited, its agents and delegates shall have no liability for any loss, damage or cost I/we suffer due to any delay or failure to arrive of any email sent by Northern Trust International Fund Administration Services (Guernsey) Limited, its agents or delegates on behalf of the Fund, provided that they have acted without any negligence, fraud or willful default.

*I/We acknowledge that due to anti-money laundering requirements operating within their respective jurisdictions the Administrator and/or the Manager (as the case may be) may require further identification of the applicant(s) before the application can be processed and the Administrator, the Manager and the Company shall be held harmless and indemnified against any loss arising as a result of a failure to process the application if such information has been required by the parties referred to and has not been provided by me/us or has been provided in incomplete form.

Applicants are reminded that The Criminal Justice (Proceeds of Crime) (Financial Services Businesses) (Bailiwick of Guernsey) Regulations 2007 require the Fund to establish the identity of the person by whom or on whose behalf an application form is lodged with payment. Full details of the documentation required by the Fund are detailed in Appendix II of the Prospectus.

Facsimile Authorisations

If you do not wish the Administrator to act upon instructions placed by facsimile please tick the box

N.B. If you do not select this option you must be aware of the following applicable Terms and Conditions:

- (a) Having provided redemption bank account details, I/We have authorised the Administrator to act upon redemption instructions placed by facsimile with regard to the Shares subscribed for (and any further Shares purchased) without liability in respect of any transfer, payment or other act done in accordance with such instructions and notwithstanding that it shall be shown the same was not signed or sent by me/us.
- (b) We confirm that these authorisations shall apply to further Shares of the Fund purchased, transferred or otherwise held registered jointly in all of the names of the signatories above.
- (c) We acknowledge that this does not apply to Stock Transfers. Such instructions must be placed in original written form.
- (d) We agree that this authorisation shall remain in force until notice in writing of its termination or replacement is received by the Administrator and any such notice shall be without prejudice to the completion of transactions already initiated by the Administrator pursuant to the above terms.

This application can also be faxed to: Northern Trust International Fund Administration Services (Guernsey) Limited on +44 1481 745 181 and then posted to the above address.

Further copies of this application form and the Prospectus can be obtained from our website: www.glanmore.com.

Section 1 - Investors

Existing client: Yes No If yes, provide Holder Code: _____

1a) Individuals / Joint Applicants

Title: Mr/Mrs/Miss/Ms/Other. Surname: _____ Forename(s): _____

Marital status (please tick where appropriate): Single Married Divorced Other

Date of birth: ____ / ____ / ____ Sex: (please tick where appropriate): Male Female

Country of birth: _____ Nationality: _____

Residential address: _____

Postcode: _____

Telephone number: _____ Email address: _____

Signed:

1a) Individuals / Joint Applicants

Title:Mr/Mrs/Miss/Ms/Other. Surname: _____ Forename(s): _____

Marital status (not mandatory): Single Married Divorced Other

Date of birth: ____/____/____ Sex: (not mandatory): Male Female

Country of birth: _____ Nationality: _____

Residential address: _____

Postcode: _____

Telephone number: _____ Email address: _____

Signed:

Joint Applicants - If you wish the Administrator to act upon instructions placed by any one investor on behalf of all joint investors please tick the box

N.B. If you select this option you must be aware of the following applicable Terms and Conditions:

(a) We authorise the Administrator to act upon the instructions given in writing (and, if we have so elected by facsimile) with regard to the Shares signed or purportedly signed by **any one of the investors above**, without any liability in respect of any transfer, payment or other act made or done or omitted to be done in accordance with such instructions and notwithstanding that it shall be shown the same was not signed or sent by the relevant person with the express authority of all joint investors.

(b) We confirm that these authorisations shall apply to further Shares of the Fund purchased, transferred or otherwise held registered jointly in all of the names of the signatories above.

(c) We acknowledge that this does not apply to Stock Transfers. All joint signatories must sign such instructions.

(d) We agree that this authorisation shall remain in force until notice in writing of its termination or replacement is received by the Administrator and any such notice shall be without prejudice to the completion of transactions already initiated by the Administrator pursuant to the above terms.

Due diligence documentation supplied in accordance with the due diligence requirements of the Money Laundering Declarations of Appendix II of the Fund Prospectus

Guidance note to completion of Section 1(b)

Registration details should be entered in Section 1(b) below and Trustees must also complete Section 1(a) as Joint Applicants.

1(b) Trust / Corporate / Pension Scheme Applicants

Trust/Corporate/Pension Scheme Name: _____

Registration number: _____ Country of incorporation: _____

Physical address: _____

Registered address: _____

Contact details of Trust/Corporate/Pension Scheme Name:

Title: Mr/Mrs/Miss/Ms/Other. Surname: _____ Forename(s): _____

Telephone number: _____ Fax number: _____

E-mail address: _____

Signed:

(Please provide an up to date authorised signatory list).

*I/we understand, acknowledge and agree that the provision of a partnership agreement and/or a trust deed or any other relevant agreements in connection with this application does not constitute a fiduciary duty on the part of the Fund.

Due diligence documentation supplied in accordance with the due diligence requirements of the Money Laundering Declarations of Appendix II of the Fund Prospectus

Section 2 – Dividend/Redemption details

Dividends

2a) Tick this box if you want dividends to be re-invested in new shares at NAV + 1%

(Account must be in the name of the holder or for joint holders any one or more of the holders)

If you wish to receive future dividends in the form of fully paid Shares, place a tick in the above box. Your cash dividend will then be applied in subscribing for new Shares and you will then be allotted such new Shares (or fractions thereof), subject to the terms of the Memorandum and Articles of Incorporation, on the Subscription Day within two months of the relevant dividend declaration date an Offer price per Share equal to the Net Asset Value thereof plus 1%. A mandate may only be made in respect of your entire holding of Shares and will remain valid until revoked or terminated by you giving notice in writing to the Fund's registrars, Northern Trust International Fund Administration Services (Guernsey) Limited, at the address given above. Such notice will take effect upon its receipt by the Fund's registrars in respect of all dividends payable on or after the date of receipt of such notice.

2b) Redemption Proceeds/Dividend Receipts

Please pay all redemption/dividend income proceeds as follows*:-
(*delete as appropriate)

By Cheque to:

(First named holder, or in case of joint holders, all named)

By electronic transfer to:-

(CHAPS payments will be made net of charges – same day) No charges are levied for payments made by BACS – 3 working days

2b) Redemption Proceeds/Dividend Receipts (continued)

Bank Account Details

Account number: _____

(Account for receipt of dividends and to which sale/redemption proceeds will be paid)

Account name (which must be same as Investor): _____

Bank: _____ Branch: _____

Country: _____ Sort code: _____

Telegraphic/Swift address: _____

Investor Tax Residency

Please tick (✓) the relevant box. I/We am/are a

- A) Non-U.S. taxpayer
- B) U.S. taxpayer*
- C) One or more joint Applicants is a U.S. taxpayer
- D) Non-U.S. taxpayer holding shares on behalf of a U.S. taxpayer

If B, C or D has been ticked then each U.S. taxpayer must complete and sign IRS Form W-9 to certify their tax identification number. The form can be downloaded from www.irs.com. N.B. Failure to submit a completed IRS Form W-9 (where applicable) will result in a delay in the settling of redemption/dividend proceeds (no interest will accrue).

*"U.S. Taxpayer" is defined to include a U.S. citizen or resident alien of the United States (as defined for United States federal income tax purposes); any entity treated as a partnership or corporation for U.S. tax purposes that is created or organised in, or under the laws of, the United States or any state thereof (including the District of Columbia); any other partnership that is treated as a U.S. Taxpayer under U.S. Treasury Department regulations; any estate, the income of which is subject to U.S. income taxation regardless of source; and any trust over whose administration a court within the United States has primary supervision and all substantial decisions of which are under the control of one or more U.S. fiduciaries. Persons who have lost their U.S. citizenship and who live outside the United States may nonetheless, in some circumstances, be treated as U.S. Taxpayers.

An investor may be a "U.S. Taxpayer" but not a "U.S. Person". For example, an individual who is a U.S. citizen residing outside of the United States is not a "U.S. Person" but is a "U.S. Taxpayer".

U.S. Taxpayers will be required to furnish the Administrator with a properly executed IRS Form W-9. Amounts paid to Shareholders who are U.S. Taxpayers as a distribution from the Fund, or as gross proceeds from a redemption of Shares, will generally be reported to Shareholders who are U.S. Taxpayers and the U.S. Internal Revenue Service on an IRS Form 1099 (except as otherwise noted below). Failure to provide an appropriate and properly executed IRS Form W-9 (for Shareholders who are U.S. Taxpayers) may subject such Shareholders to backup withholding tax. Backup withholding tax is not an additional tax. Any amounts withheld may be credited against such Shareholders' U.S. federal income tax liability.

Tax exempt entities, corporations, non-U.S. Shareholders and certain other categories of Shareholders generally will not be subject to reporting on IRS Form 1099 or backup withholding, provided that, in the case of tax exempt entities and corporations such Shareholders furnish the Administrator with an appropriate and properly executed IRS Form W-9 certifying as to their tax exempt status.

Agents Details	
Name: _____	
Firm: _____	
Address: _____ _____	
Postcode: _____	Telephone: _____
VAT Registration Number: _____	
Regulator: _____	S.I.B. No: _____
Agents Stamp:	

Initial Commission: _____

Initial Charge: _____

Agents Bank details for Commission payments

Bank: _____

Address: _____

Sort Code: _____ Swift/IBAN Code: _____

Account No.: _____ Account Name: _____

**BANK TRANSFER INSTRUCTION LETTER
(Investor to send to their own bankers)**

Institution/Bank Name _____

Attention _____

Address _____

Country _____

Post Code _____

Dear Sirs,

Reference: **Account Number**
 Account Name

Please accept this letter as my/our instruction that you should pay, by bank transfer, for value

The _____ day of _____ 20_____ the sum of: _____

Currency _____ Amount in figures _____

Amount in words _____

To **Northern Trust (Guernsey) Limited**
Address Trafalgar Court, PO Box 71, Les Banques, St Peter Port, Guernsey GY1 3DA
Swift Code BBCOGGSP
Sort Code 40 48 84
Account Name The Glanmore Property Fund Limited Clients Money Account 2455100

Reference [Investor Name] _____

Please debit my/our above mentioned account and advise and acknowledge.

Yours sincerely

..... Date _____
(Authorised Signature)

Name _____ Position (if any) _____

..... Date _____
(Authorised Signature)

Name _____ Position (if any) _____