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This announcement is an advertisement for the purposes of the Prospectus Regulation Rules of the UK Financial Authority ("FCA") and does not constitute a prospectus. Investors should not make any investment decision in relation to shares in the Company except on the basis of information in the prospectus which is expected to be published by Regional REIT Limited (the "Prospectus") in final form later today.

*Terms not otherwise defined in this announcement have the meanings given to them in the Prospectus.*

27 June 2024

### **REGIONAL REIT LIMITED**

("Regional REIT" or the "Company", together with its subsidiaries the "Group")

#### **Publication of Prospectus**

Further to the announcement made earlier today in connection with the Capital Raising, Share Consolidation and the Rule 9 Waiver, Regional REIT is pleased to announce that the Prospectus has now been approved by the FCA.

A copy of the Prospectus will be submitted to the National Storage Mechanism and will shortly be available for inspection at [www.morningstar.co.uk/uk/NSM](http://www.morningstar.co.uk/uk/NSM) and on the Company's website at [www.regionalreit.com](http://www.regionalreit.com). Hard copies of the Prospectus will also be available from the offices of Macfarlanes LLP at 20 Cursitor Street, London EC4A 1LT.

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This announcement has been issued by and is the sole responsibility of the Company.

Any purchase of Ordinary Shares in the proposed Capital Raising should be made solely on the basis of the information to be contained in the final Prospectus to be issued by the Company in connection with the Capital Raising, Rule 9 Waiver, Share Consolidation and Admission, which is expected to take place later today. No reliance may or should be placed by any person for any purposes whatsoever on the information contained in this announcement or on its completeness, accuracy or fairness.

The information contained in this announcement is given at the date of its publication (unless otherwise marked) and is subject to updating, revision and amendment until the definitive Prospectus is published. In particular, the proposals referred to herein are tentative and are subject to verification, material updating, revision and amendment.

The timetable for the Capital Raising, including the date of Admission, and Share Consolidation, including the date of Admission of the Consolidated Shares, may be influenced by a range of circumstances such as market conditions. There is no guarantee that the Capital Raising, Admission, the Share Consolidation and Admission of the Consolidated Shares will occur and you should not base your financial decisions on the Company's intentions in relation to the Capital Raising, Admission, the Share Consolidation and Admission of the Consolidated Shares at this stage. Acquiring Ordinary Shares to which this announcement relates may expose an investor to a significant risk of losing all of the amount invested. Persons considering making such an investment should consult an authorised person specialising in advising on such investments. This announcement does not constitute a recommendation concerning the Capital Raising. The value of Ordinary Shares can decrease as well as increase. Potential investors should consult a professional adviser as to the suitability of the Capital Raising for the person concerned. Past performance or information in this announcement or any of the documents relating to the Capital Raising cannot be relied upon as a guide to future performance.

Peel Hunt LLP ("Peel Hunt") and Panmure Gordon (UK) Limited ("Panmure Gordon") (together the "Banks"), are authorised and regulated in the United Kingdom by the FCA, are acting as joint sponsor, joint financial adviser and joint broker in relation to the Capital Raising and Admission exclusively for the Company and no one else in connection with the matters referred to in this announcement, and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients, for the contents of this announcement or for providing any advice in relation to this announcement. Neither of the Banks nor any of their affiliates (nor any of their respective directors, officers, employees or agents), owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of the Banks in connection with this announcement, any statement contained herein or otherwise.

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None of the Company, the Investment Adviser, the Asset Manager nor any of their respective affiliates or agents accepts any responsibility or liability whatsoever for, or makes any representation or warranty, express or

implied, as to this announcement, including the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the Company, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of the announcement or its contents or otherwise arising in connection therewith. The Company, the Investment Adviser and the Asset Manager and their respective affiliates accordingly disclaim all and any liability whether arising in tort, contract or otherwise which they might otherwise have in respect of this announcement or its contents or otherwise arising in connection therewith.

No statement in this announcement or incorporated by reference into this announcement is intended as a profit forecast or profit estimate for any period and no statement in this announcement or incorporated by reference into this announcement should be interpreted to mean that the earnings or earnings per share of the Company will necessarily be greater or lesser than those for the relevant preceding financial periods for the Company.

This announcement includes statements that are, or may be deemed to be, "forward looking statements". These forward looking statements can be identified by the use of forward looking terminology, including the terms "believes", "projected", "estimates", "forecasts", "plans", "potential", "prepares", "anticipates", "expects", "intends", "may", "will", "could" or "should" or, in each case, their negative or other variations or comparable terminology. These forward looking statements include all matters about future events and developments and with respect to future financial results as well as other statements that do not relate to historical facts and events. They appear in a number of places throughout this announcement and include statements regarding the intentions, beliefs or current expectations of the Group and the Directors concerning, amongst other things, financing strategies, results of operations, financial condition, prospects and dividend policy of the Group and the markets in which it operates.

By their nature, forward looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future.

Forward looking statements are not guarantees of future performance and no assurance can be or is given that such future results will be achieved. The Group's actual results of operations, financial condition, dividend policy and the development of its financing strategies may differ materially from the impression created by the forward looking statements contained in this announcement or the Prospectus. Prospective investors must determine for themselves what reliance (if any) they should place on such statements, views, projections or forecasts and no responsibility or liability is accepted by the Company, the Asset Manager, the Investment Adviser, the AIFM or any of their respective officers, directors, employees or affiliates in respect thereof. In addition, even if the results of operations, financial condition and dividend policy of the Group, and the development of its financing strategies, are consistent with the forward looking statements contained in this announcement or the Prospectus, those results or developments may not be indicative of results or developments in subsequent periods. Important factors that could cause these differences include, but are not limited to, those factors set out in PART 1 of the Prospectus.

Prospective investors are advised to read the Prospectus in its entirety for a further discussion of the factors that could affect the Group's future performance (including, without limitation, the "risk factors" described in PART 1 of the Prospectus). In light of these risks, uncertainties and assumptions, the events described in the forward looking statements in this announcement may not occur.

Consequently, neither the Company nor the Directors can give any assurances regarding the accuracy of the opinions set out in this announcement or the Prospectus or the actual occurrence of any predicted developments.

Subject to their legal and regulatory obligations (including under the Listing Rules, the UK Prospectus Regulation, the Prospectus Regulation Rules, the Disclosure Guidance and Transparency Rules and UK MAR), the Company and each of the Banks expressly disclaims any obligations to update or revise any forward looking statement contained herein to reflect any change in expectations with regard thereto or any change in events, conditions or circumstances on which any statement is based. All subsequent forward looking statements that can be attributed either to the Company or to individuals acting on its behalf (including the Directors) are expressly qualified in their entirety by this paragraph.

No statement in this Announcement is intended as a profit forecast or estimate for any period.

#### Information to Distributors

Solely for the purposes of the product governance requirements contained within the MiFID II Product Governance Requirements, and disclaiming all and any liability whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the New Ordinary Shares have been subject to a product approval process, which has determined that such securities are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in the FCA's Product Intervention and Governance Sourcebook ("PROD"); and (ii) eligible for distribution through all distribution channels as are permitted by PROD for each type of investor (the "Target Market Assessment").

Notwithstanding the Target Market Assessment, distributors (such term to have the same meaning as in the MiFID II Product Governance Requirements) should note that: the market price of the New Ordinary Shares may decline and investors could lose all or part of their investment; the New Ordinary Shares offer no guaranteed income and no capital protection; and an investment in the New Ordinary Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling

restrictions in relation to the Capital Raising.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of the UK MiFID Laws; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the New Ordinary Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the New Ordinary Shares and determining appropriate distribution channels.

This Announcement has not been approved by the Financial Conduct Authority or the London Stock Exchange.

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