

AIFMD Disclosure Document for LXi REIT plc (the "Company")

Dated: 24 September 2018

Article 23(1) and (2) of the Directive 2011/61/EU of the European Parliament and of the Council of 8 June 2011 on Alternative Investment Fund Managers (the "**AIFMD**") requires that AIFMs shall for each of the AIFs that they market in the EEA make available to AIF investors, in accordance with the AIF rules or instruments of incorporation, certain information before they invest in the AIF, as well as any material changes thereto. Article 23 of the AIFMD has been implemented in the United Kingdom through Chapter 3.2 of the Investment Funds sourcebook of the Financial Conduct Authority Handbook ("**FUND 3.2**").

This document is issued by LJ Administration (UK) Limited (the "**AIFM**") solely in order to make available the information required by Article 23(1) and (2) of the AIFMD/FUND 3.2 to be made available to investors before they invest in the Company. This document either contains that information or cross-refers to the relevant document available to investors that contains such information.

Defined terms used but not defined herein shall have the meaning given to them in the prospectus relating to the Company dated 24 September 2018 (the "**Prospectus**").

REGULATORY REFERENCE		INFORMATION OR DOCUMENT AND REFERENCE
AIFMD Article 23(1)	FUND 3.2.2	
	(1)	
(a)	(a) a description of the investment strategy and objectives of the AIF;	Part 1 of the Prospectus, under the headings "Investment Objective" and "Investment Policy" on pages 42 to 44.
(a)	(b) if the AIF is a feeder AIF, information on where the master AIF is established;	Not applicable
(a)	(c) if the AIF is a fund of funds, information on where the underlying funds are established;	Not applicable
(a)	(d) a description of the types of assets in which the AIF may invest;	Part 1 of the Prospectus, under the heading "Investment Policy" on pages 42 and 44.
(a)	(e) the investment techniques that the AIF, or the AIFM on behalf of the AIF, may employ and all associated risks;	The investment techniques are set out in Part 1 of the Prospectus, under the heading "Investment Policy" on pages 42 to 44. The associated risks are set out in the section of the Prospectus titled "Risk Factors" under the heading "Risks relating to the Company, its

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		investment strategy and operations" on pages 19 to 23.
(a)	(f) any applicable investment restrictions;	Part 1 of the Prospectus under the heading "Investment policy" on pages 42 to 44.
(a)	(g) the circumstances in which the AIF may use leverage;	Part 1 of the Prospectus, under the headings "Investment policy" and "Borrowing policy" on pages 42 to 44.
(a)	(h) the types and sources of leverage permitted and the associated risks;	<p>The types and sources of leverage permitted are set out in Part 1 of the Prospectus, under the headings "Investment policy" and "Borrowing policy" on pages 42 to 44.</p> <p>The associated risks are set out in the section of the Prospectus titled "Risk Factors" under the headings "Availability of borrowings and the gearing effect of borrowing can work against as well as for Shareholders" on page 21 and "Derivative instruments" on pages 22 and 23.</p>
(a)	(i) any restrictions on the use of leverage and any collateral and asset reuse arrangements; and	<p>Part 1 of the Prospectus, under the headings "Investment policy" and "Borrowing policy" on pages 42 to 44.</p> <p>There are no collateral and asset reuse arrangements.</p>
(a)	(j) the maximum level of leverage which the AIFM is entitled to employ on behalf of the AIF;	<p>Part 1 of the Prospectus, under the heading "Borrowing policy" on pages 43 and 44.</p> <p>The AIFMD defines leverage as the exposure an AIF has through borrowing of cash securities and any leverage embedded in derivative positions. The AIFMD prescribes two methods of measuring and expressing leverage and requires disclosure of the maximum amount of leverage the Company might be subject to: the commitment method and the gross method. The commitment method allows certain positions to be netted off to reflect "netting" and "hedging arrangements". The Company has set the following leverage limit: 200% on both a gross and commitment basis.</p>
(b)	(2) a description of the procedures by which the AIF	Part 1 of the Prospectus, under the heading "Investment policy" on page 44.

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	<p>No material change will be made to the investment policy without the approval of Shareholders by ordinary resolution at any general meeting, which will also be notified by an RIS announcement.</p>
(c)	<p>The terms and conditions of application under the Initial Placing and the Placing, the Open Offer and the Offer for Subscription are set out in Parts 10, 11 and 12, respectively, of the Prospectus.</p> <p>Implications of the contractual relationship entered into for the purpose of investment</p> <p>While investors acquire an interest in the Company on subscribing for the Company's shares, the Company is the sole legal and/or beneficial owner of its investments. Consequently, shareholders have no direct legal or beneficial interest in those investments. The liability of shareholders for the debts and other obligations of the Company is limited to the amount unpaid, if any, on the shares held by them.</p> <p>Shareholders' rights in respect of their investment in the Company are governed by the Company's Articles of Association and the Companies Act 2006. The Articles of Association set out the respective rights and restrictions attaching to the Company's shares. Under English law, the following types of claim may in certain circumstances be brought against a company by its shareholders: contractual claims under its Articles of Association; claims in misrepresentation in respect of statements made in its prospectus and other marketing documents; unfair prejudice claims; and derivative actions. In the event that a shareholder considers that it may have a claim against the Company in connection with such investment in the Company, such shareholder should consult its own legal advisers.</p> <p>Jurisdiction and applicable law</p> <p>The jurisdiction and applicable law are set out on page 32, in paragraph 4 of Part 4 on page 61 and paragraph 11.3 of Part 10 on page 136 of the Prospectus.</p>

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	<p>As noted above, shareholders' rights are governed principally by the Articles of Association and the Companies Act 2006. By subscribing for shares, investors agree to be bound by the Articles of Association which is governed by, and construed in accordance with, the laws of England and Wales.</p> <p>Recognition and enforcement of foreign judgments</p> <p>Regulation (EC) 593/2008 ("Rome I") must be applied in all member states of the European Union (other than Denmark). Accordingly, where a matter comes before the courts of a relevant member state, the choice of a governing law in any given agreement is subject to the provisions of Rome I. Under Rome I, the member state's courts may apply any rule of that member state's own law which is mandatory irrespective of the governing law and may refuse to apply a rule of governing law if it is manifestly incompatible with the public policy of that member state. Further, where all other elements relevant to the situation at the time of the choice are located in a country other than the country whose law has been chosen, the choice of the parties shall not prejudice the application of provisions of the law of that other country which cannot be derogated from by agreement.</p> <p>Shareholders should note that there are a number of legal instruments providing for the recognition and enforcement of foreign judgments in England. Depending on the nature and jurisdiction of the original judgment, Council Regulation (EC) No 44/2001 on jurisdiction and the recognition and enforcement of judgments in civil and commercial matters, Regulation(EC) No 805/2004 of the European Parliament and of the Council of 21 April 2004 creating a European Enforcement Order for uncontested claims, the Convention on jurisdiction and the recognition and enforcement of judgments in civil and commercial matters done at Lugano on 30 October 2007, the Administration of Justice Act 1920 and the Foreign Judgments (Reciprocal Enforcement) Act 1933 may apply. There are no legal instruments providing for the</p>

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	<p>recognition and enforcement of judgments obtained in jurisdictions outside those covered by the instruments listed above, although such judgments might be enforceable at common law.</p>
(d)	<p>(4) the identity of the AIFM, the AIF's depositary, the auditor and any other service providers and a description of their duties and the investors' rights;</p> <p>The duties of the AIFM are set out at paragraph 10.3 of Part 8 of the Prospectus.</p> <p>LJ Administration (UK) Limited is the Company's AIFM with responsibility for portfolio management and risk management of the Company's investments.</p> <p>The duties of the depositary are set out at paragraph 10.9 of Part 8 of the Prospectus. Langham Hall UK Depositary LLP ("Langham Hall") has been appointed to carry out the AIFMD depositary functions of cash monitoring (described in article 21(7) of the AIFMD), safekeeping of financial instruments (described in article 21(8)(a) of the AIFMD), safekeeping of assets that are not financial instruments (described in article 21(8)(b) of the AIFMD) and oversight (described in article 21(9) of the AIFMD).</p> <p>The identity of the auditors is set out at paragraph 14 of Part 8 of the Prospectus. The auditors to the Company are BDO LLP.</p> <p>The duties of the company secretary are set out at paragraph 10.7 of Part 8 of the Prospectus. PraxisIFM Fund Services (UK) Limited is appointed to provide the company secretarial functions required by the Act.</p> <p>The duties of the administrator are set out at paragraph 10.6 of Part 8 of the Prospectus. Langham Hall UK Services LLP is appointed to provide general administrative functions, such as the publication of the Net Asset Value and maintenance of the Company's accounting and statutory records.</p> <p>The duties of the registrar are set out at paragraph 10.8 of Part 8 of the Prospectus. Link Market Services Limited is appointed as the Company's registrar.</p>

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		Absent a direct contractual relationship between a Shareholder and a service provider to the Company, Shareholders generally have no direct rights against the relevant service provider and there are only limited circumstances in which a Shareholder may potentially bring a claim against the relevant service provider. Instead, the proper plaintiff in an action in respect of which a wrongdoing is alleged to have been committed against the Company by the relevant service provider is, prima facie, the Company itself.
(e)	(5) a description of how the AIFM complies with the requirements referred to in IPRU-INV 11.3.11G (Professional liability risks);	To cover potential professional liability risks resulting from its activities the AIFM may carry out pursuant to the AIFMD, the AIFM will hold professional indemnity insurance against liability arising from professional negligence which is appropriate to the risks covered.
	(6) a description of:	
(f)	(a) any AIFM management function delegated by the AIFM;	Not applicable. No AIFM management function has been delegated by the AIFM.
(f)	(b) any safe-keeping function delegated by the depositary;	The Depositary may delegate its safe-keeping functions in relation to financial instruments and other assets of the Company. As at the date of this document, the Depositary has not delegated these functions.
(f)	(c) the identity of each delegate appointed in accordance with FUND 3.10 (Delegation); and	Not applicable. No AIFM management function has been delegated by the AIFM.
(f)	(d) any conflicts of interest that may arise from such delegations;	Not applicable. No AIFM management function has been delegated by the AIFM.
(g)	(7) a description of the AIF's valuation procedure and of the pricing methodology for valuing assets, including the methods used in valuing any hard-to-value assets, in line with FUND 3.9 (Valuation);	Valuations of the Company's properties will be conducted on a semi-annual basis as at 31 March and 30 September in each year. The valuations of the Company's properties will be at fair value as determined by the Valuer on the basis of market value in accordance with the internationally accepted RICS Appraisal and Valuation

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		<p>Standards.</p> <p>Details of each semi-annual valuation, and of any suspension in the making of such valuations, will be announced by the Company via a Regulatory Information Service announcement as soon as practicable after the relevant valuation date.</p> <p>The Net Asset Value (and Net Asset Value per Ordinary Share) will be calculated on a semi-annual basis by the Administrator (and reviewed by the Company). Calculations will be made in accordance with IFRS. Details of each valuation, and of any suspension in the making of such valuations, will be announced by the Company via a Regulatory Information Service announcement as soon as practicable after the end of the relevant period. The semi-annual valuations of the Net Asset Value (and Net Asset Value per Ordinary Share) will be calculated on the basis of the most recent semi-annual independent valuation of the Company's properties.</p>
(h)	(8) a description of the AIF's liquidity risk management, including the redemption rights of investors in normal and exceptional circumstances, and the existing redemption arrangements with investors;	<p>The AIFM has a liquidity management policy in relation to the Company which is intended to ensure that the Company's investment portfolio maintains a level of liquidity which is appropriate to the Company's obligations.</p> <p>Shareholders do not have a right for their Ordinary Shares to be redeemed.</p>
(i)	(9) a description of all fees, charges and expenses, and the maximum amounts directly or indirectly borne by investors;	<p>Part 3 of the Prospectus under the heading "Fees and expenses" sets out all fees, charges and expenses.</p> <p>The expenses and fees which will be borne by the Company and its investors are limited as set out in that section, but there is no formal cap on the level of those expenses.</p>
(j)	(10) a description of how the AIFM ensures a fair treatment of investors;	<p>The AIFM will treat all of the Company's investors fairly and will not allow any investor to obtain preferential treatment, unless such treatment is appropriately disclosed.</p>
	(11) whenever an investor	

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	obtains preferential treatment or the right to obtain preferential treatment, a description of:
(j)	(a) that preferential treatment; No investor currently obtains preferential treatment or the right to obtain preferential treatment.
(j)	(b) the type of investors who obtain such preferential treatment; and No investor currently obtains preferential treatment or the right to obtain preferential treatment.
(j)	(c) where relevant, their legal or economic links with the AIF or AIFM; No investor currently obtains preferential treatment or the right to obtain preferential treatment.
(l)	<p>(12) the procedure and conditions for the issue and sale of units or shares;</p> <p>The Company's shares may be purchased and sold on the main market of the London Stock Exchange.</p> <p>New shares may be issued at a premium to net asset value, at the Board's discretion and providing relevant shareholder issuance authorities are in place.</p> <p>While the Company will typically have shareholder authority to buy back shares, shareholders do not have the right to have their shares purchased by the Company.</p> <p>The terms and conditions of application under the Initial Placing and Placing, Open Offer and Offer for Subscription are set out in Parts 10, 11 and 12, respectively, of the Prospectus.</p>
(m)	<p>(13) the latest net asset value of the AIF or the latest market price of the unit or share of the AIF, in line with FUND 3.9 (Valuation);</p> <p>The Net Asset Value per Ordinary Share will be calculated in sterling by the Administrator on a semi-annual basis. Such calculations shall be published through a Regulatory Information Service and will be available through the Company's website.</p>
(k)	<p>(14) the latest annual report, in line with FUND 3.3 (Annual report of an AIF);</p> <p>The annual report and accounts of the Company will be made up to 31 March in each year with a copy being made available to shareholders on the Company's website within the following four months.</p>

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		The Company also publishes unaudited half-yearly reports to 30 September. Copies of the unaudited half-yearly reports are also made available on the Company's website within the following three months.
(n)	(15) where available, the historical performance of the AIF;	Not applicable.
	(16)	
(o)	(a) the identity of the prime brokerage firm;	Not applicable.
(o)	(b) a description of any material arrangements of the AIF with its prime brokerage firm and the way any conflicts of interest are managed;	Not applicable.
(o)	(c) the provision in the contract with the depository on the possibility of transfer and reuse of AIF assets; and	Neither Langham Hall nor any sub-custodian appointed by it has any right of re-use in respect of the Company's assets.
(o)	(d) information about any transfer of liability to the prime brokerage firm that may exist; and	Not applicable.
(p)	(17) a description of how and when the information required under FUND 3.2.5 R and FUND 3.2.6 R will be disclosed.	<p>Under FUND 3.2.5 R, the AIFM must disclose to investors periodically:</p> <ul style="list-style-type: none"> (1) the percentage of the Company's assets that are subject to special arrangements arising from their illiquid nature; (2) any new arrangements for managing the liquidity of the Company; and (3) the current risk profile of the Company and the risk management systems employed by the AIFM to manage those risks. <p>The information shall be disclosed as part of the Company's periodic reporting to investors and, at</p>

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		<p>a minimum, at the same time as the Company's annual report is made available.</p> <p>Under FUND 3.2.6 R, the AIFM must disclose on a regular basis:</p> <ul style="list-style-type: none"> (1) any changes to: <ul style="list-style-type: none"> (a) the maximum level of leverage that the AIFM may employ on behalf of the Company; and (b) any right of reuse of collateral or any guarantee granted under the leveraging arrangement; and (2) the total amount of leverage employed by the Company. <p>Information on changes to the maximum level of leverage and any right of re-use of collateral or any guarantee under the leveraging arrangements shall be provided without undue delay by issuing an announcement via a Regulatory Information Service. Such information will also be published in the Company's annual report and audited accounts.</p> <p>Information on the total amount of leverage employed by the Company shall be published in the Company's annual report and audited accounts.</p> <p>Without limitation to the generality of the foregoing, any information required under FUND 3.2.5 R and FUND 3.2.6 R may be disclosed (a) in the Company's annual report, (b) in factsheets that are available on the Company's website, (c) by the Company issuing an announcement via a Regulatory Information Service or (d) by the Company publishing the relevant information on the Company's website.</p>
AIFMD Article 23(2)	FUND 3.2.3	
23(2)	(1) An AIFM must inform investors before they invest in	Langham Hall has entered into an arrangement to contractually discharge itself of liability in

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	the AIF of any arrangement made by the depositary to contractually discharge itself of liability, in accordance with regulation 30 of the AIFMD UK Regulation.	accordance with Articles 21(13) and 21(14) of the AIFMD.
23(2)	(2) The AIFM must also inform investors without delay of any changes with respect to depositary liability.	Without limitation, Shareholders may be informed (a) in the Company's annual report, (b) in factsheets that are available on the Company's website, (c) by the Company issuing an announcement via a Regulatory Information Service or (d) by the Company publishing the relevant information on the Company's website.

Disclaimer

This document is not being issued for any purpose other than to make certain, required regulatory disclosures to investors and, to the fullest extent permitted under applicable law and regulations, the AIFM, the Investment Advisor, the Company and its Directors will not be responsible to persons other than the Company's shareholders for their use of this document, nor will they be responsible to any person (including the Company's shareholders) for any use which they may make of this document other than to inform a decision to invest in shares in the Company. This document does not form a prospectus and is not intended to be an invitation or inducement to any person to engage in any investment activity. This document may not include (and is not intended to include) all the information which investors and their professional advisers may require for the purpose of making an informed decision in relation to an investment in the Company and its shares. Prospective investors should rely on their own professional advisers in relation to any investment they may make in the Company. Overseas investors should note that the distribution of this document in certain jurisdictions may be restricted and persons into whose possession this document comes are required to inform themselves about and observe such restrictions.