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This announcement is not an offer of securities for sale in the United States or any other jurisdiction. This announcement is an advertisement and not a prospectus (or prospectus equivalent document). Investors should not subscribe for or purchase any shares referred to in this announcement except solely on the basis of information in the prospectus (the "**Prospectus**") to be published by Irish Residential Properties REIT plc (the "**Company**") on or around 27 February 2015 in connection with the admission of New Ordinary Shares to the Official List of the Irish Stock Exchange and to trading on the regulated market for listed securities of the Irish Stock Exchange ("**Admission**"). A copy of the Prospectus will, following publication, be available on the Company's website www.iresreit.ie (link: <http://investorrelations.iresreit.ie/share-offerings/secondary-offering.aspx>). This announcement is not an offer to sell, or a solicitation of an offer to acquire, securities in the United States or in any other jurisdiction. Neither this announcement nor any part of it shall form the basis of or be relied on in connection with or act as an inducement to enter into any contract or commitment whatsoever.

26 February 2015



Irish Residential Properties REIT plc

Firm Placing and Placing and Open Offer

Irish Residential Properties REIT plc today announces its intention to undertake a Firm Placing and Placing and Open Offer (the "**Capital Raise**") to raise gross proceeds of approximately €170 million to €200 million through the issue of approximately 170 million to 200 million New Ordinary Shares at a price of 100 euro cent (or €1.00) per New Ordinary Share (the "**Issue Price**").

The Firm Placing and the Placing are being conducted through an accelerated bookbuilding process which will be launched immediately following this announcement and which is expected to close on 26 February 2015.

Highlights

- Intention to undertake a Firm Placing and Placing and Open Offer to raise approximately €170 million to €200 million.
- The Capital Raise is intended to be split in the approximate proportions of: one third through the Firm Placing and two thirds through the Placing and Open Offer.
- The Issue Price represents a discount of 4 euro cent (3.85%) to the Closing Price on 25 February 2015.
- Net proceeds of approximately €161 million to €190 million will be used to repay certain borrowings of the Company, to acquire the Rockbrook Portfolio via the acquisition of Rockbrook SPV under the Pipeline Agreement and to fund further property acquisitions in line with the Company's Investment Policy.
- The Management Team continues to focus on generating sustainable income and strong capital returns with a Total Shareholder Return of 10% to 15% per annum (pre-taxation) once the Net Proceeds are fully

invested and gearing is at or near the maximum permitted level (being 50% LTV) for a period of at least 12 months¹.

- EPRA NAV per share as at 31 December 2014 was €0.995 rising by €0.013 since 30 June 2014 (€0.982 per share), driven principally by fair value appreciation, which was partially offset by the expenses incurred as part of the initial offering in April 2014 and the cost of acquisition of properties.
- On 21 November 2014, the Company entered into the Pipeline Agreement with CAPREIT Limited Partnership ("**CAPREIT LP**") pursuant to which CAPREIT LP has agreed to make warehousing property acquisition facilities in the amount of €150 million available to the Company, which commitment will be terminated upon the earlier of the one year anniversary of the Pipeline Agreement and completion of a capital raise by the Company, such as the Capital Raise, but which may be may be reauthorised subject to the discretion of the board of trustees of CAPREIT.
- The Rockbrook Portfolio was acquired on 28 January 2015 by Rockbrook SPV, a wholly owned subsidiary of CAPREIT LP, for a purchase price of approximately €87.3 million (including VAT, but excluding other costs of acquisition of €2.5 million). The acquisition of the Rockbrook Portfolio via the acquisition of Rockbrook SPV from CAPREIT LP is the first proposed transaction under the Pipeline Agreement and the Company intends to use the proceeds of the Capital Raise to effect this acquisition.

An Extraordinary General Meeting to approve the shareholder resolutions in respect of which the Capital Raise is conditional (the "**Resolutions**") is expected to be held at 9.30 a.m. on 25 March 2015 at The Shelbourne Hotel, 27 St. Stephen's Green, Dublin 2, Ireland. The Prospectus containing details of the Capital Raise is expected to be published on or about 27 February 2015 and the Circular containing notice of the Extraordinary General Meeting and details of the Resolutions is expected to be published on or about 27 February 2015. The Circular will be posted to Shareholders and the Prospectus will be available on the Company's website www.iresreit.ie (link: <http://investorrelations.iresreit.ie/share-offerings/secondary-offering.aspx>).

Commenting on today's announcement, David Ehrlich, the Company's chief executive officer, said:

"With the completion of this offering, I•RES will have new capital to maintain its track record of strong growth. We have accomplished a great deal since our initial offering last April – we have almost tripled the size of our property portfolio, generated solid organic growth through improved occupancies and average monthly rents, and built an experienced local management team in Dublin. With continuing strong fundamentals in the Irish apartment business, we expect our growth and solid operating performance to continue."

Credit Suisse Securities (Europe) Limited ("**Credit Suisse**") has been appointed as Sole Global Co-ordinator and Joint Bookrunner and TD Securities Inc. ("**TD Securities**"), Barclays Bank PLC ("**Barclays**") and Investec Bank plc ("**Investec**") have been appointed as Joint Bookrunners in relation to the Capital Raise. Investec has been appointed as sole Irish sponsor in connection with the Admission to the Official List of the Irish Stock Exchange and to trading on the regulated market for listed securities of the Irish Stock Exchange. It is intended that the Prospectus containing full details of the Capital Raise will be published on or around 27 February 2015. The Company announced its results for the period from 2 July 2013 to 31 December 2014 on 9 February 2015.

For further information please contact:

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¹ These are targets only and not profit forecasts. There can be no assurance that these targets can or will be met and they should not be seen as an indication of the Company's expected or actual results or returns. Accordingly investors should not place any reliance on these targets in deciding whether to invest in the New Ordinary Shares.

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Background to the Capital Raise

The Company was incorporated on 2 July 2013 and elected to become an Irish REIT on 31 March 2014, shortly after which it raised €200 million (before expenses) through an initial offering under which it issued 200 million Existing Ordinary Shares. The Company's aim was and continues to be to assemble a portfolio of properties within its Focus Activity by acquiring, holding and managing investments primarily focused on multi-unit residential real estate located on the Island of Ireland and ancillary and/or strategically located commercial property, for third party rental, on the Island of Ireland.

The Directors and Senior Management Team believe there are opportunities to continue to build the Company's portfolio of multi-unit residential properties for third party rental on the Island of Ireland due to the improving economic conditions in Ireland, a lack of historical or competing institutional ownership in the residential rental property market in Ireland, and the potential for further significant asset sales by NAMA, domestic and international banks and other sources.

The Company, which was a wholly owned subsidiary of CAPREIT at that time, acquired the Initial Properties in September 2013 for €42.4 million (including VAT of €3.7 million, but excluding other costs of acquisition of €1.8 million) using a €45 million intercompany loan from CAPREIT LP. That intercompany loan was repaid to CAPREIT LP using part of the Original Net Proceeds. Since Initial Admission, the Company has acquired the Laurels, the Marker Residences, the Orange Portfolio (comprising Beacon South Quarter, Charlestown, Bakers Yard and Lansdowne Gate) and two additional residential suites at Grande Central for an aggregate purchase price of €263.9 million (including VAT of €16.9 million but excluding other costs of acquisition of €7.6 million).

During the period from Initial Admission on 16 April 2014 to 7 October 2014 (approximately 6 months from the date of Initial Admission), the Company fully deployed or committed the Original Net Proceeds and drew down €125.0 million under the Credit Facility entered into by the Company in August 2014.

At the Last Practicable Date, the Company's Property Portfolio comprises the following properties, each of which is directly held by the Company:

Property	Acquisition Date	Total Suites Owned by the Company	Total Suites in Development	Commercial Space owned by the Company in the Development		Average Monthly Rent(2)(4) €	Occupancy(2)(4) of Suites owned by the Company	Construction Date of Development
				sq. ft.	sq. m.			
Initial Properties(1)								
Kings Court	10-Sep-13	83	83	6,093	566	1,161	100.0%	2006
Grande Central	10-Sep-13	65 ⁽²⁾	195	n/a	n/a	1,366	100.0%	2007
Priorsgate	10-Sep-13	102	198	27,316	2,538	932	100.0%	2007
Camac Crescent	10-Sep-13	90	110	n/a	n/a	1,104	100.0%	2008
Subtotal / Weighted Average		340	586	33,409	3,104	1,117	100.0%	
Property Acquisitions since Initial Admission(1)								
The Laurels	27-Jun-14	19	19	2,045	190	1,011	100.0%	2007
The Marker	18-Jul-14	84	105	13,111	1,218	2,228	98.8%	2012
<i>The Orange Portfolio</i>								
Beacon South Quarter	7-Oct-14	217	850	25,777	2,395	1,375	100.0%	2007/2008
Charlestown	7-Oct-14	235	285	n/a	n/a	1,093	98.7%	2007
Bakers Yard	7-Oct-14	85	132	8,525	792	1,154	100.0%	2007/2008
Lansdowne Gate	7-Oct-14	224	280	n/a	n/a	1,187	100.0%	2005
Subtotal / Weighted Average		864	1,671	49,458	4,595	1,303	99.5%	
Total / Weighted Average		1,204	2,257	82,867	7,699	1,250	99.7%	

Note 1: Figures in the table are derived from: (i) contracts for sale; (ii) marketing brochures; and (iii) rent and occupancy reports prepared by the Company.

Note 2: As at 31 December 2014.

Note 3: This includes the two additional suites purchased in August and October 2014 respectively.

Note 4: Based on residential suites.

The EPRA Net Initial Yield and the Net Initial Yield on Cost of the Property Portfolio as at 31 December 2014 is set out in the table below:

	EPRA Net Initial Yield (%)	Net Initial Yield on Cost (%)
As at 31 December 2014	4.8	5.1

The Pipeline Agreement

The Company announced on 21 November 2014 that it had entered into the Pipeline Agreement with CAPREIT LP, pursuant to the terms of which CAPREIT LP agreed to make funds in the amount of up to €150 million (plus any related third party indebtedness that may be raised by CAPREIT LP and approved by the Company) available which CAPREIT LP will use to acquire properties that are intended to be transferred to the Company, which commitment will be terminated upon the earlier of the one year anniversary of the Pipeline Agreement and completion of a capital raise by the Company, such as the Capital Raise, but which may be reauthorised subject to the discretion of the board of trustees of CAPREIT. Since the Pipeline Agreement and Pipeline Transactions constitute a related party transaction under Chapter 8 of the Irish Listing Rules, the Company's obligations under the Pipeline Agreement are subject to the passing of the Resolutions at the EGM. The acquisition of the Rockbrook Portfolio is the first proposed transaction under the Pipeline Agreement. The Company will pay an underwriting fee of 1% of the purchase price of each property investment acquired under the Pipeline Agreement as part of the acquisition price payable by the Company to CAPREIT LP for each such property investment under the Pipeline Agreement.

The Rockbrook Portfolio

The Rockbrook Portfolio was acquired on 28 January 2015 by Rockbrook SPV from a receiver on behalf of NAMA and Allied Irish Banks p.l.c. ("**AIB**") (as security trustee for AIB and KBC Bank Ireland plc) for a purchase price of approximately €87.3 million (including VAT, but excluding other costs of acquisition of €2.5 million). Net Proceeds of €90.7 million are required to fund the acquisition price payable under the Pipeline Agreement to CAPREIT LP for Rockbrook SPV of €0.9 million (which is equal to the underwriting fee of 1% of the purchase price of the Rockbrook Portfolio) and to repay the loan of approximately €89.8 million owed by Rockbrook SPV to CAPREIT LP, provided that the Company acquires Rockbrook SPV from CAPREIT LP within 6 months of the completion of the acquisition by Rockbrook SPV of the Rockbrook Portfolio.

The Rockbrook Portfolio consists of 270 suites and mixed use commercial accommodation of approximately 4,665 sq. m. (50,214 sq. ft.) generating rental income. The portfolio also includes a development site of approximately 1.13 hectares (2.8 acres) which has planning permission for 467 apartments, 5,976 sq. m. of commercial space and associated basement car parking. Based on the rent roll information available on the acquisition date of the Rockbrook Portfolio, being 28 January 2015, the properties acquired by Rockbrook SPV were 95% occupied and had gross passing residential rents of approximately €4.4 million and commercial rents of €0.3 million (total €4.7 million), generating a gross yield of 5.4%.

Subject to the passing of the Resolutions at the EGM and the Company having sufficient funds or debt financing available to it, and provided the Company is permitted under the Irish REIT Regime and the Investment Policy to do so, the Company will be obliged to acquire the entire issued share capital of Rockbrook SPV from CAPREIT LP. The price payable by the Company for Rockbrook SPV will be equal to the Acquisition Costs of the Rockbrook Portfolio, which includes an underwriting fee of 1% of the purchase price of the Rockbrook Portfolio, (net of indebtedness), provided that the Company acquires Rockbrook SPV from CAPREIT LP within 6 months of the completion of the acquisition by Rockbrook SPV of the Rockbrook Portfolio, and thereafter the price will be the greater of (i) the Fair Market Value of the assets of Rockbrook SPV, at the time that it is acquired by the Company (net of indebtedness), plus an underwriting fee of 1% of the purchase price of the Rockbrook Portfolio and (ii) the Acquisition Costs, which includes an underwriting fee of 1% of the purchase price of the Rockbrook Portfolio, (net of indebtedness). It is intended that, subject to satisfaction of the foregoing conditions, Rockbrook SPV, which owns the Rockbrook Portfolio, will be acquired by the Company as soon as reasonably practicable following Admission.

In the event that the Company does not acquire Rockbrook SPV within one year of the completion of the acquisition of the Rockbrook Portfolio (for example, because the Resolutions are not approved by Shareholders) CAPREIT LP and Rockbrook SPV will have the right, but not the obligation, to sell all or some of: (i) the shares of Rockbrook SPV; and/or (ii) the Rockbrook Portfolio, to a third party or parties and to retain any profit itself.

The table below sets out details of the Rockbrook Portfolio, which is directly held by Rockbrook SPV. Rockbrook SPV will be acquired by the Company from CAPREIT LP pursuant to the Pipeline Agreement, subject to,

amongst other things, the passing of the Resolutions at the EGM.

Property	Rockbrook SPV Acquisition Date	Total Suites owned by Rockbrook SPV	Total Suites in Development	Commercial Space owned by Rockbrook SPV		Average Monthly Rent(2) €	Occupancy(2) of Suites owned by Rockbrook SPV	Construction Date of Development
				sq. ft.	sq. m.			
Rockbrook Portfolio (1)	28-Jan-15	270	419	50,214	4,665	1,271	95%	2007 (partial)

Note 1: Figures in the table are derived from the: (i) contract for sale; (ii) marketing brochure; and (iii) rent and occupancy reports prepared by the vendor of the Rockbrook Portfolio.

Note 2: Based on the rent roll information available on the acquisition date.

Reasons for the Capital Raise

At the time of Initial Admission, the Company believed it would take 8 to 18 months to invest the Original Net Proceeds remaining after repayment of the €45 million intercompany loan from CAPREIT LP used to fund the acquisition of the Initial Properties. The Company exceeded those projections by deploying the Original Net Proceeds and an additional €125.0 million of borrowings under the Credit Facility by 7 October 2014 (approximately 6 months from the date of Initial Admission). The Directors and the Senior Management Team believe that the next 12 to 24 months will continue to present further investment opportunities for the Company arising from a significant volume of asset sales in Ireland by NAMA, domestic and international banks and other sources expected in the Irish market.

Consequently, and after due consideration, the Board has concluded that now is an appropriate time for the Company to raise additional capital in order to take advantage of these investment opportunities, including the acquisition of the Rockbrook Portfolio via the acquisition of Rockbrook SPV from CAPREIT LP, pursuant to the terms of the Pipeline Agreement.

Subject to, amongst other things, the passing of the Resolutions, the Net Proceeds will be used: (i) to repay the borrowings under the Bridge Facility (which as at the Last Practicable Date amounted to €70.0 million); (ii) to fund the acquisition of Rockbrook SPV, which owns the Rockbrook Portfolio, from CAPREIT LP pursuant to the terms of the Pipeline Agreement for the acquisition price thereunder of €0.9 million and to repay the loan of approximately €89.8 million owed by Rockbrook SPV to CAPREIT LP; (iii) to repay the borrowings under the Revolving Facility, in whole or in part (which as at the Last Practicable Date amounted to €55 million); and (iv) to acquire other property investments, to the extent that any Net Proceeds remain available to do so, in accordance with the Company's Investment Policy.

It is a term of the Credit Agreement that the Bridge Facility be repaid out of the proceeds of any issue of shares by the Company. Upon repayment of the Bridge Facility out of the Net Proceeds, the Bridge Facility will be cancelled and, to the extent any amounts are undrawn or repaid, the Revolving Facility will remain available for borrowing at no additional cost to the Company.

Summary of the Principal Terms of the Capital Raise

The Company intends to raise approximately €170 million to €200 million (gross) or approximately €161 million to €190 million (net of estimated expenses) through the issue of approximately 170 million to 200 million New Ordinary Shares by way of the Firm Placing and Placing and Open Offer at €1.00 per New Ordinary Share representing a discount of 3.85% to the Closing Price on 25 February 2015 (being the last trading day prior to the announcement of the Capital Raise). The Capital Raise is conditional, amongst other things, on Shareholder approval of the Resolutions, which will be sought at the EGM.

The Capital Raise is intended to be split in the approximate proportions of: one third through the Firm Placing and two thirds through the Placing and Open Offer.

Firm Placing

By the completion of the accelerated bookbuild in respect of the Firm Placing, the Joint Bookrunners expect to have placed all the Firm Placed Shares with institutional and other investors.

The Firm Placed Shares are not subject to clawback and do not form part of the Open Offer. The Firm Placing is subject to the same conditions and termination rights which apply to the Placing and Open Offer.

The Firm Placees will not be entitled, by virtue of their subscriptions for Firm Placed Shares, to participate in the Open Offer (but this is without prejudice to any right they may have to participate in the Open Offer to the extent that they separately have any Open Offer Entitlements).

Placing and Open Offer

In respect of the Placing and Open Offer, the Company has agreed to pay the Conditional Placees a commitment fee of 1.25% of their commitment (whether or not taken up) being the product of the Issue Price and the number of New Ordinary Shares in the Conditional Placee's commitment in respect of the Conditionally Placed Shares. For the avoidance of doubt no commission will be paid to Firm Placees in the Firm Placing.

By the completion of the accelerated bookbuild in respect of the Placing, the Joint Bookrunners expect to have placed all the Open Offer Shares at the Issue Price with institutional and other investors as placees. The commitments of these placees are subject to clawback in respect of valid applications for Open Offer Shares by Qualifying Shareholders pursuant to the Open Offer. Subject to waiver or satisfaction of the conditions and the Placing and Open Offer not being terminated, any Open Offer Shares which are not applied for in respect of the Open Offer will be issued to the placees and/or other subscribers procured by the Joint Bookrunners, with the net proceeds of the Placing retained for the benefit of the Company.

Qualifying Shareholders are being given the opportunity to apply for the Open Offer Shares at the Issue Price, subject to the terms and conditions of the Open Offer, *pro rata* to their holdings of Existing Ordinary Shares on the Record Date.

Fractions of New Ordinary Shares will not be allotted and each Qualifying Shareholder's entitlement under the Open Offer will be rounded down to the nearest whole number. Fractional entitlements will be aggregated and will be placed pursuant to the Placing for the benefit of the Company.

Qualifying Shareholders may apply for any whole number of New Ordinary Shares up to their maximum entitlement which, in the case of Qualifying non-CREST Shareholders, is equal to the number of Open Offer Entitlements as shown on their Application Form or, in the case of Qualifying CREST Shareholders, is equal to the number of Open Offer Entitlements standing to the credit of their stock account in CREST. Qualifying Shareholders with holdings of Existing Ordinary Shares in both certificated and uncertificated form will be treated as having separate holdings for the purpose of calculating their Open Offer Entitlements.

No application in excess of a Qualifying Shareholder's Open Offer Entitlement will be met, and any Qualifying Shareholder so applying will be deemed to have applied for his Open Offer Entitlement only.

Application will be made for the Open Offer Entitlements to be admitted to CREST. It is expected that the Open Offer Entitlements will be admitted to CREST at 8.00 a.m. on 26 March 2015, and that the Open Offer Entitlements will also be enabled for settlement in CREST at 8.00 a.m. on 26 March 2015.

The Firm Placing and Placing and Open Offer is conditional, *inter alia*, upon:

1. the passing of all of the Resolutions;
2. Admission becoming effective by not later than 8.00 a.m. on 26 March 2015 (or such later time and/or date as the Company and Credit Suisse may agree); and

3. the Placing and Open Offer Agreement having become unconditional in all respects and not having been terminated in accordance with its terms.

Accordingly, if any such conditions are not satisfied the Firm Placing and Placing and Open Offer will not proceed and any Open Offer Entitlements admitted to CREST will thereafter be disabled and application monies received under the Open Offer will be refunded to the applicants, by cheque (at the applicant's risk) in the case of Qualifying Non-CREST Shareholders and by way of a CREST payment in the case of Qualifying CREST Shareholders, without interest, as soon as practicable thereafter.

The New Ordinary Shares issued under the Firm Placing and Placing and Open Offer, when issued and fully paid, will be identical to and rank *pari passu* with the Existing Ordinary Shares. On 9 February 2015 the Company declared a maiden dividend of €0.48 per share in the form of an interim dividend to be paid on 31 March 2015 to shareholders on record as at 20 February 2015. For the avoidance of doubt, the New Ordinary Shares issued under the Firm Placing and Placing and Open Offer will not be eligible for this dividend, but will be eligible for all subsequent dividends or other distributions made, paid or declared after Admission.

Application for Admission

Applications will be made to the Irish Stock Exchange for (i) the New Ordinary Shares to be admitted to listing on the primary listing segment of the Official List and (ii) for the New Ordinary Shares to be admitted to trading on its regulated market for listed securities. Subject to the conditions above being satisfied, it is expected that Admission in respect of the Firm Placed Shares will become effective on 26 March 2015 and that dealings for normal settlement in the Firm Placed Shares will commence at 8.00 a.m. on the same day.

Important Notice

Shareholders should note that the Open Offer is not a rights issue. Qualifying CREST Shareholders should note that, although the Open Offer Entitlements will be admitted to CREST and be enabled for settlement, applications in respect of entitlements under the Open Offer may only be made by the Qualifying Shareholder originally entitled or by a person entitled by virtue of a bona fide market claim raised by Euroclear's claims processing unit. Qualifying non-CREST Shareholders should note that the Application Form is not a negotiable document and cannot be traded. Qualifying Shareholders should be aware that in the Open Offer, unlike in a rights issue, any Open Offer Shares not applied for will not be sold in the market or placed for the benefit of Qualifying Shareholders who do not apply under the Open Offer, but will be subscribed for under the Placing for the benefit of the Company.

Upon Admission, the Enlarged Issued Share Capital of the Company will be approximately 377 million to 402 million Ordinary Shares. On this basis, the New Ordinary Shares will represent approximately 46.4% to 49.8% of the Enlarged Issued Share Capital.

A Qualifying Shareholder that takes up its Open Offer Entitlement in full will be diluted as a result of the Firm Placing. A Qualifying Shareholder (and any Shareholder in any Excluded Territories or who has a registered addresses in the United States or who is otherwise located in the United States who is not eligible to participate in the Open Offer) that does not take up any Open Offer Shares under the Open Offer will experience a more substantial dilution as a result of the Firm Placing and Placing and Open Offer.

Prospectus

The Prospectus is expected to be published on or around 27 February 2015 containing full details of how Shareholders can participate in the Open Offer. The Company is also expected to publish a Circular in accordance with the requirements under the Listing Rules, containing a notice of an Extraordinary General Meeting expected to be held at 9.30 a.m. on 25 March 2015. Completion of the Capital Raise is conditional, *inter alia*, upon the approval of Resolutions set out in the Circular.

Copies of the Prospectus and the Circular will be available from the registered office of Irish Residential Properties REIT plc at Kings Court, 48-59 North King Street, Unit 5, Smithfield, Dublin 7, Ireland, during normal

business hours on any Business Day from the date of its publication until Admission. The Circular will be posted to Shareholders and the Prospectus will be available to the public in Ireland on the Company's website www.iresreit.ie (link: <http://investorrelations.iresreit.ie/share-offerings/secondary-offering.aspx>).

Financial Statements

The Company announced its results for the period from 2 July 2013 (being the date of incorporation of the Company) to 31 December 2014 on 9 February 2015. PricewaterhouseCoopers were engaged by the Company as Reporting Accountants. PricewaterhouseCoopers' independent review report, to be dated on or about 27 February 2015, issued on the financial statements of the Company for period from 2 July 2013 to 31 December 2014 will be included in the Prospectus.

Proposed Capital Raise Statistics(1)

Issue Price per New Ordinary Share	100 euro cent
Percentage Discount to Closing Price as at 25 February 2015	3.85 %
Number of Existing Ordinary Shares in issue as at 25 February 2015 (being the Last Practicable Date)	202,000,000
Total number of New Ordinary Shares to be issued pursuant to the Capital Raise	170,000,000 to 200,000,000
Enlarged Issued Share Capital upon completion of the Capital Raise(2)	372,000,000 to 402,000,000
New Ordinary Shares to be issued under the Capital Raise as a percentage of the Enlarged Issued Share Capital	45.7% to 49.8%
Gross proceeds of the Capital Raise	€170 million to €200 million
Estimated Net Proceeds receivable by the Company	€161 million to €190 million

Notes:

- (1) All statistics are as at the Last Practicable Date unless otherwise specified.
- (2) The Enlarged Issued Share Capital assumes that, other than the Capital Raise, no further Ordinary Shares are issued by the Company between the posting of the Prospectus and the completion of the Capital Raise. No such additional share issues are anticipated.

Expected timetable of principal events

Each of the times and dates set out in the table below and throughout this announcement, the Prospectus, the Application Form and any other document issued in connection with the Capital Raise are indicative only and are subject to change by the Company, in which event details of the new times and dates will be notified to the Irish Stock Exchange and, where appropriate, to Qualifying Shareholders by way of an announcement issued via a Regulatory Information Service. References to times and dates in this announcement are to times and dates in Dublin, Ireland unless otherwise stated. Please read the notes to the table below in full.

Event	Time and Date
Record Date for entitlements to participate in the Open Offer ⁽¹⁾	6.00 p.m. on 25 February 2015
Announcement of the Capital Raise	26 February 2015
Ex-entitlement date for the Open Offer	8.00 a.m. on 26 February 2015
Publication of the Prospectus	On or about 27 February 2015
Posting of the Circular, Application Form and Form of Proxy to Qualifying Shareholders and posting of Application Forms to Qualifying Non-Crest Shareholders	On or about 27 February 2015
Open Offer Entitlements credited to stock accounts in CREST of Qualifying CREST Shareholders	8.00 a.m. on 2 March 2015
Latest recommended time and date for requesting withdrawal of Open Offer Entitlements from CREST (i.e. if your Open Offer Entitlements are in CREST and you wish to convert them into certificated form).	4.30 p.m. on 16 March 2015
Latest recommended time and date for depositing Open Offer Entitlements into CREST (i.e. if your Open Offer Entitlements are represented by an Application Form and you wish to convert them to uncertificated form)	3.00 p.m. on 18 March 2015
Latest time and date for splitting Application Forms (to satisfy <i>bona fide</i> market claims)	3.00 p.m. on 20 March 2015
Latest time and date for receipt of Forms of Proxy or submission of proxy votes electronically	9.30 a.m. on 23 March 2015
Latest time and date for receipt of completed Application Forms and payment in full under the Open Offer or settlement of relevant CREST instructions (as appropriate) ⁽²⁾⁽³⁾	11.00 a.m. on 23 March 2015
Announcement of the take up under the Open Offer	by 25 March 2015
Time and date of the EGM	9.30 a.m. on 25 March 2015
Announcement of the results of the EGM	25 March 2015
Issue of the New Ordinary Shares pursuant to the Capital Raise and Admission and expected commencement of dealings in the New Ordinary Shares issued under the Capital Raise on the Irish Stock Exchange expected to commence	8.00 a.m. on 26 March 2015
CREST stock accounts expected to be credited for the New Ordinary Shares issued under the Capital Raise as soon as practicable after	8.00 a.m. on 26 March 2015
Share certificates for New Ordinary Shares issued in connection with the Capital Raise expected to be despatched	on, or about, 2 April 2015
Completion of the acquisition by the Company of the Rockbrook Portfolio under the Pipeline Agreement	as soon as reasonably practicable following Admission

Notes:

1. Shareholders should note that any Existing Ordinary Shares sold prior to 8.00 a.m. on 26 February 2015, will be sold to the purchaser with the right to receive Open Offer Entitlements.
2. References to times in this timetable are to Dublin times unless otherwise stated.
3. If you have any queries on the procedure for acceptance and payment in respect of the Open Offer or on the procedure for splitting Application Forms, you should contact the Shareholder helpline on 01 447 5511 (from Ireland) or on +353 (0)1 447 5511 (from outside Ireland). This Shareholder helpline is available from 9.00 a.m. to 5.00 p.m. on any Business Day. For legal reasons, the Shareholder helpline will not be able to provide advice on the merits of the Capital Raise or to provide personal, legal, business, financial, tax or investment advice for which you will need to consult an appropriate adviser.
4. The ability to participate in the Open Offer will be subject to certain restrictions relating to Shareholders who have registered addresses, or who are resident or located, outside Ireland or the United Kingdom.

Important Notices

This announcement has been issued by Irish Residential Properties REIT plc and is the sole responsibility of Irish Residential Properties REIT plc. The information in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness. The material set forth herein is for information purposes only and should not be construed as an offer of securities for sale in the United States or any other jurisdiction.

This announcement is an advertisement and not a prospectus and investors should not purchase any shares referred to in this announcement except solely on the basis of information in the prospectus to be published by Irish Residential Properties REIT plc in due course in connection with the admission of the New Ordinary Shares to primary listing on the Official List of the Irish Stock Exchange and admission to trading on the regulated market for listed securities of the Irish Stock Exchange.

Any subscription for New Ordinary Shares in the proposed Issue should be made solely on the basis of the information contained in the Prospectus to be issued by the Company in connection with Admission. 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 when the Prospectus is published. In particular, the proposals referred to herein are tentative and are subject to verification, material updating, supersession, revision and amendment.

The distribution or publication of this announcement, any documents issued by the Company in connection with the Capital Raise, and the offer, sale and/or issue of the New Ordinary Shares in certain into any jurisdictions may be restricted by law and therefore persons into whose possession this announcement, and/or any accompanying documents, comes should inform themselves about and observe such restrictions. Any failure to comply with any such restrictions may constitute a violation of the securities laws or regulations of such jurisdictions. In particular, subject to certain exceptions, this announcement and any documents issued by the Company in connection with the Capital Raise should not be distributed, forwarded to or transmitted in the United States or any of the Excluded Territories. All Overseas Shareholders and any person (including, without limitation, agents, custodians, nominees or trustees) who has a contractual or other legal obligation to forward any documents issued by the Company in connection with the Capital Raise, if and when received, to a jurisdiction outside Ireland should read paragraph 8 of Part XVI (*Terms and Conditions of the Firm Placing and Placing and Open Offer*) of the Prospectus.

Subject to certain exceptions, no document issued by the Company in connection with the Capital Raise is or constitutes an invitation or offer of securities for subscription, sale or purchase to any person with a registered address, or who is resident or located, in the United States or the Excluded Territories.

The New Ordinary Shares have not been and will not be registered under the applicable securities laws of Australia, Canada, Japan, Switzerland or the Republic of South Africa. and will not be qualified by a prospectus filed with any Canadian securities regulatory authority under applicable Canadian securities laws. Accordingly, subject to certain exceptions, the New Ordinary Shares may not be offered or sold in Australia, Canada, Japan, Switzerland or the Republic of South Africa or to, or for the account or benefit of, any resident of Australia, Canada, Japan, Switzerland or the Republic of South Africa.

The New Ordinary Shares have not been, and will not be, registered under the US Securities Act of 1933, as amended (the "**US Securities Act**"), or under the securities laws of any state or other jurisdiction of the United States and, subject to certain exceptions, may not be offered or sold, directly or indirectly, within the United States. There will be no public offer of the New Ordinary Shares in the United States. The Company has not been, and will not be, registered under the US Investment Company Act of 1940, as amended (the "**US Investment Company Act**"), and investors will not be entitled to the benefits of that Act.

This announcement is only directed at, and being distributed to: (A) in the United Kingdom who (i) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the "Order"); (ii) are persons falling within Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations etc") of the Order; (iii) are outside the United Kingdom; or (iv) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000) (the "**FSMA**") in connection with the issue or sale of any securities may otherwise be lawfully communicated or caused to be communicated (all such persons together being referred to as "relevant persons"); (B) in Ireland, (i) persons who are "professional clients" as defined in Schedule 2 of the European Communities (Markets in Financial Instruments) Regulations 2007 (Nos. 1 to 3) (as amended); (ii) persons who are shareholders of the Company subject to compliance with the AIFM Regulations; or (iii) any other person to whom it may otherwise be lawfully communicated (all such persons together being referred to as "relevant persons"); and (C) within Member States (other than the United Kingdom and Ireland), "professional investors" (as that term is used in Directive 2011/61/EU of the European Parliament and of the Council of 8 June 2011 on Alternative Investment Fund Managers ("**AIFMD**")) in Netherlands, France, Germany and Belgium; (all such persons together being referred to as "**Relevant Persons**"). This document must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this document relates is available only to relevant persons and will only be engaged in with such persons. While the Company is permitted to market its shares to relevant persons in Ireland, the Company is not supervised or authorised by the Central Bank. The Company is incorporated in Ireland.

Other Important Notices

Credit Suisse, which is authorised in the United Kingdom by the PRA and regulated in the United Kingdom by the FCA and PRA, is acting exclusively for the Company and no one else in connection with the Firm Placing and Placing and Open Offer, and will not be responsible to anyone other than the Company for providing the protections afforded to its clients, for the contents of this announcement or for providing any advice in relation to the Firm Placing and Placing and Open Offer.

TD Securities, which is registered as an investment dealer under the securities legislation of all provinces and territories of Canada and a member of the Investment Industry Regulatory Organization of Canada, is acting exclusively for the Company and no one else in connection with the Firm Placing and Placing and Open Offer and will not be responsible to anyone other than the Company for providing the protections afforded to its clients, for the contents of this announcement or for providing any advice in relation to the Firm Placing and Placing and Open Offer.

Barclays Bank PLC, which is authorised in the United Kingdom by the PRA and regulated in the United Kingdom by the FCA and PRA, is acting exclusively for the Company and no one else in connection with the Firm Placing and Placing and Open Offer, and will not be responsible to anyone other than the Company for providing the protections afforded to its clients, for the contents of this announcement or for providing any advice in relation to the Firm Placing and Placing and Open Offer.

Investec, which is authorised in the United Kingdom by the PRA and regulated in the United Kingdom by the FCA and the PRA and registered under Financial Services Register reference 172330, is acting exclusively for the Company and no one else in connection with the Firm Placing and Placing and Open Offer and Admission and will not be responsible to anyone other than the Company for providing the protections afforded to its clients, for the contents of this announcement or for providing any advice in relation to the Firm Placing and Placing and Open Offer or Admission. In connection with the admission of the New Ordinary Shares to the Official List and to trading on the regulated market for listed securities of the Irish Stock Exchange, Investec is acting through its Irish Branch which is authorised by the PRA in the United Kingdom and is regulated by the Central Bank for conduct of business rules, registered with the Irish Companies Registration Office under number 904428 as an external company and has a registered branch office at The Harcourt Building, Harcourt Street, Dublin 2, Ireland.

The Joint Bookrunners and any of their respective affiliates may have engaged in transactions with, and provided various investment banking, financial advisory and other services for, the Company, the AIFM, IRES Fund Management, CAPREIT and other CAPREIT Affiliates, for which they would have received customary fees. The Joint Bookrunners and any of their respective affiliates may provide such services to the Company, the AIFM, IRES Fund Management and/or CAPREIT and any of their respective affiliates in the future.

Each of the Joint Bookrunners and any of their respective affiliates acting as investors for their own account(s), may, in accordance with applicable legal and regulatory provisions, and subject to the provisions of the Placing and Open Offer Agreement, retain, purchase, sell, offer to sell or otherwise deal for its or their own account(s) in the New Ordinary Shares, Ordinary Shares, any other securities of the Company or other related investments in connection with the Capital Raise or otherwise. Accordingly, references in the Prospectus, once published, to the New Ordinary Shares being issued, offered, subscribed for, acquired, placed or otherwise dealt with should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by, the Joint Bookrunners and any of their respective affiliates acting as investors for their own account(s). Except as required by applicable law or regulation, the Joint Bookrunners do not intend to make any public disclosure in relation to such transactions. In addition the Joint Bookrunners or their affiliates may enter into financing arrangements with investors, such as share swap arrangements, contracts for difference or lending arrangements where Ordinary Shares are used as collateral, which could result in the Joint Bookrunners acquiring shareholdings in the Company.

Certain statements contained in this announcement constitute "forward-looking statements" regarding the belief or current expectation of the Company, the Directors, the Management Team and the Senior Management Team about the Company's financial condition, results of operations and business. Generally, but not always, words such as "may", "could", "should", "will", "expect", "intend", "estimate", "anticipate", "assume", "believe", "plan", "seek", "continue", "target", "goal", "would" or their negative variations or similar expressions identify forward-looking statements. Such forward-looking statements are not guarantees of future performance. Rather, they are based on current views and assumptions and involve known and unknown risks, uncertainties and other factors, many of which are outside the control of the Company and are difficult to predict, which may cause the actual results, performance, achievements or developments of the Company or the industries in which it operates to differ materially from any future results, performance, achievement or developments expressed or implied from these forward-looking statements. Forward-looking statements speak only as of the date they are made and cannot be relied upon as a guide to future performance. A number of material factors could cause actual results to differ materially from those contemplated by the forward-looking statements. None of the Company, Credit Suisse, TD Securities, Barclays nor Investec undertakes any obligation to release publicly any revisions or updates to these forward-looking statements to reflect events, circumstances, unanticipated events, new information or otherwise occurring after the date of this announcement except as required by law or by any appropriate regulatory authority.

The New Ordinary Shares are only suitable for investors who understand the potential risk of capital loss and that there may be limited liquidity in the underlying investments of the Company and in the New Ordinary Shares, for whom an investment in the New Ordinary Shares is part of a diversified investment programme and who fully understand and are willing to assume the risks involved in such an investment programme. There is no guarantee that the Issue will proceed and that Admission will occur and you should not base your financial decisions on the Company's intention in relation to the Admission and Issue at this stage. Acquiring New

Ordinary Shares to which this announcement relates may expose an investor to a significant risk of losing all or part of the amount invested. When considering what further action you should take you are recommended to immediately consult, if you are resident in Ireland, an organisation or firm authorised or exempted pursuant to the European Communities (Markets in Financial Instruments) Regulations 2007 (Nos. 1 to 3) or the Investment Intermediaries Act 1995 (as amended), or another appropriately authorised professional adviser if you are in a territory outside Ireland. This announcement does not constitute a recommendation concerning the Issue. The price and value of the New Ordinary Shares may decrease as well as increase. Information in this announcement, past performance and any documents relating to the Issue or Admission cannot be relied upon as a guide to future performance.

None of IRES Fund Management, Credit Suisse, TD Securities, Barclays and Investec or any of their respective affiliates, their respective directors, officers or employees, or any other person accepts any responsibility or liability whatsoever for the contents of this announcement, or no representation or warranty, express or implied, is made as to the accuracy, completeness, correctness or fairness of the information or opinions contained in, this announcement or any document referred to in this announcement (or whether any information has been omitted from this announcement) or any other information relating to the Company IRES Fund Management or their respective affiliates, 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. Accordingly, IRES Fund Management, Credit Suisse, TD Securities, Barclays and Investec and any of their respective affiliates, their respective directors, officers or employees, and any other person acting on their behalf expressly disclaims any and all liability whatsoever for any loss howsoever arising from, or in reliance upon, the whole or any part of the contents of this announcement, whether in tort, contract or otherwise which they might otherwise have in respect of this announcement or its contents or otherwise arising in connection therewith.

The contents of this announcement are not to be construed as personal, legal, business, financial, accounting, property, tax, investment or other specialised or professional advice for which each prospective investor should consult an appropriate adviser.

Appendix I

Definitions

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

“€” or “euro”	the currency introduced at the start of the third stage of the European economic and monetary union pursuant to the Treaty establishing the European Community as amended;
“Acquisition Costs”	(i) the purchase price paid by a Pipeline SPV (such as Rockbrook SPV) for a Pipeline Property; (ii) the underwriting fee of 1% of the purchase price of the Pipeline Property; (iii) all reasonable third party costs incurred by CAPREIT LP and a Pipeline SPV in undertaking any legal, tax and technical due diligence; (iv) any third party costs approved in advance by the Independent Board incurred by CAPREIT LP or a Pipeline SPV in arranging third party indebtedness; (v) any other costs incurred by a Pipeline SPV in connection with the undertaking of reasonably necessary capital expenditure on the Pipeline Property; (vi) any applicable acquisition related taxes and duties; and (vii) all other third party acquisition costs reasonably incurred by CAPREIT LP or any Pipeline SPV, in each case, under the terms of the Pipeline Agreement and in respect of the acquisition of a Pipeline Property;
“Admission”	admission of the New Ordinary Shares to the Official List and to trading on the main securities market of the Irish Stock Exchange becoming effective in accordance with the Listing Rules;

“affiliate”	means with respect to any person, means (i) any other body corporate or entity that is Controlled by any one or more persons who individually, or collectively with one or more of each other, Control the person (ii) any company which is, from time to time (a) a subsidiary or a subsidiary undertaking (whether direct or indirect) of the person; (b) the holding company or parent undertaking (whether direct or indirect) of the person; or (c) another subsidiary or subsidiary undertaking of the holding company or parent undertaking of the person;
“AIFM”	Gandon Alternative Fund Management Limited a private limited company which is registered with the Irish Companies Registration Office under number 463719 and has a registered office at 5th Floor, The Boat House, Bishop Street, Dublin 8, Ireland;
“AIFMD”	Directive 2011/61/EU of the European Parliament and of the Council of 8th June 2011 on Alternative Investment Fund Managers;
“AIFM Regulations”	the European Union (Alternative Investment Fund Managers) Regulations 2013;
“Application Form”	the recognised application form being sent to Qualifying Non-CREST Shareholders for use in connection with the Open Offer;
“Barclays”	Barclays Bank PLC;
“Bridge Facility”	the term facility of up to €70 million that has been made available to the Company pursuant to the Credit Agreement;
“Business Day”	a day (excluding Saturday, Sunday and public holidays) on which banks generally are open for business in Ireland for the transaction of normal banking business;
“Capital Raise”	the Firm Placing and Placing and Open Offer described in this document;
“CAPREIT”	Canadian Apartment Properties Real Estate Investment Trust;
“CAPREIT Affiliate”	with respect to CAPREIT, means (i) any other body corporate or entity that is Controlled by any one or more persons who individually, or collectively with one or more of each other, Control CAPREIT (ii) any company which is, from time to time (a) a subsidiary or a subsidiary undertaking (whether direct or indirect) of CAPREIT; (b) the holding company or parent undertaking (whether direct or indirect) of CAPREIT; or (c) another subsidiary or subsidiary undertaking of the holding company or parent undertaking of CAPREIT;
“CAPREIT LP”	CAPREIT Limited Partnership, a subsidiary of CAPREIT, is a limited partnership established and existing under the laws of the Province of Manitoba pursuant to a limited partnership agreement dated June 26, 2007, as amended, among CAPREIT GP Inc., CAPREIT and other limited partners from time to time (where CAPREIT GP Inc., a company incorporated under the laws of the Province of Ontario on June 21, 2007, is the general partner of CAPREIT LP and CAPREIT is the sole shareholder of CAPREIT GP Inc.);
“CAPREIT QIAIF”	Irish Residential Properties Fund, an umbrella fund constituted as a unit

	trust under the laws of Ireland and authorised by the Central Bank pursuant to the Unit Trusts Act 1990, through which CAPREIT LP holds its interest in the Company;
“CAPREIT Subscription Agreement”	the subscription agreement between the Company, CAPREIT LP and BNP Paribas Securities Services, Dublin Branch (as trustee acting on behalf of CAPREIT QIAIF) dated 11 April 2014;
“Central Bank”	the Central Bank of Ireland;
“CEO”	David Ehrlich, Chief Executive Officer of the Company;
“Circular”	the document dated on or around 27 February, 2015, including a notice convening the EGM, which comprises a circular to Shareholders pursuant to the Listing Rules;
“Closing Price”	104 euro cent per Existing Ordinary Share on the Irish Stock Exchange on 25 February 2015 (being the last trading day prior to the announcement of the Capital Raise)
“Company”	Irish Residential Properties REIT plc, which is registered with the Irish Companies Registration Office under number 529737 and has a registered office at Kings Court, 48-59 North King Street, Unit 5, Smithfield, Dublin 7, Ireland;
“Conditional Placees”	any persons who have agreed or shall agree to subscribe for Open Offer Shares pursuant to the Placing subject to clawback to satisfy valid applications by Qualifying Shareholders pursuant to the Open Offer;
“Conditionally Placed Shares”	the New Ordinary Shares which are intended to be conditionally placed with Conditional Placees, subject to clawback to satisfy valid applications under the Open Offer;
“Control”	in relation to a person means, (a) the direct or indirect ownership of more than 50% of the equity share capital or voting capital or similar right of ownership of that person; or (b) the power to direct or cause the direction of the general management and policies of that person, whether directly or indirectly and whether through the ownership of voting capital, by contract or otherwise and the term “Controlled” shall be construed accordingly;
“Credit Agreement”	the facility agreement dated 15 August 2014, (as amended and restated on 16 February 2015) between the Company, as borrower, Barclays Bank Ireland PLC, as arranger, Barclays Bank Ireland PLC, as security trustee, Barclays Bank Ireland PLC and TD Bank, as lenders, and Barclays, as agent;
“Credit Facility”	the loan facilities of up to €130 million comprising the Bridge Facility and the Revolving Facility, that have been made available to the Company pursuant to the Credit Agreement;
“Credit Suisse”	Credit Suisse Securities (Europe) Limited a company incorporated under the laws of England and Wales with registered number 891554 with a registered address at One Cabot Square, London E14 4QJ, United Kingdom;
“CREST”	the system of paperless settlement of trades in securities and the holding of uncertificated securities operated by Euroclear in accordance with the Uncertificated Securities Regulations;

“CREST Regulations”	the Companies Act 1990 (Uncertificated Securities) Regulations 1996 (S.I. No. 68 of 1996);
“Directors” or “Board”	the board of directors of the Company, namely Colm Ó Nualláin, David Ehrlich, Thomas Schwartz, Declan Moylan and Aidan O’Hogan;
“EGM” or “Extraordinary General Meeting”	the extraordinary general meeting of the Company to be held at 9.30 a.m. on 25 March 2015 at The Shelbourne Hotel, 27 St. Stephen’s Green, Dublin 2, Ireland including any adjournment thereof, and notice of which is set out at the end of the Circular;
“Enlarged Issued Share Capital”	the Existing Issued Share Capital together with the Firm Placed Shares, Placing Shares and the Open Offer Shares;
“EPRA”	European Public Real Estate Association;
“EPRA NAV”	Measures highlight the fair value of net assets on an ongoing, long-term basis in accordance with guidelines issued by EPRA. The EPRA NAV excludes the net marked-to-market to the value of financial instruments used for hedging purposes and where a company has the intention to keep the hedge position until the end of the contractual duration, and deferred tax in respect of any difference between the fair value and the book value of the investment properties;
“EPRA Net Initial Yield”	EPRA Net Initial Yield is calculated as the annualised rental income based on cash rents passing at the stated date less non-recoverable property operating expenses, divided by the gross market value of the property on the basis specified for calculations of “EPRA Net Initial Yield” in guidelines issued by EPRA;
“EU”	the European Union;
“Euroclear”	Euroclear UK & Ireland Limited (formerly named CRESTCo Limited), the operator of CREST;
“Excluded Territories” or “Excluded Territory”	Australia, Canada, Japan, Switzerland, the Republic of South Africa and any other jurisdiction where the extension or availability of the Firm Placing and Placing and Open Offer would breach any applicable law, or any one of them as the context requires;
“Existing Ordinary Shares”	the Ordinary Shares currently in issue;
“Fair Market Value”	means the fair market value as defined by IFRS and determined by a qualified independent appraiser reasonably satisfactory to the parties to the Pipeline Agreement;
“Fair Value”	the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, as defined by IFRS;
“FCA”	the Financial Conduct Authority of the United Kingdom;
“Finance Act”	the Finance Act 2013;
“Firm Placed Shares”	the New Ordinary Shares which are the subject of the Firm Placing;
“Firm Placees”	those persons with whom Firm Placed Shares are to be placed;
“Firm Placing”	the placing of the Firm Placed Shares with the Firm Placees;
“Firm Placing and Placing and Open	the Firm Placing, Placing and Open Offer described in this document;

Offer

“Focus Activity”

to acquire, hold and manage investments primarily focused on multi-unit residential real estate located on the Island of Ireland and/or ancillary and strategically located commercial property, for third party rental, on the Island of Ireland;

“Franklin”

means Franklin Templeton Institutional, LLC, a limited liability company formed under the laws of the State of Delaware;

“FT Subscription Agreement”

the subscription agreement between the Company and Franklin acting as investment manager on behalf of certain funds and accounts dated 31 March 2014;

“fully invested”

means that the Company has fully invested the Net Proceeds in property investments;

“Group”

means the Company and its subsidiaries (if any) from time to time;

“Group REIT”

means the Company and its subsidiaries (if any) who have elected to become REITs and made the necessary notification to Irish Revenue within 30 days of joining the Group;

“IFRS”

International Financial Reporting Standards;

“IFRS NAV”

the carrying value of the Company’s assets less the carrying value of its liabilities measured in accordance with IFRS;

“Independent Board”

the Board, excluding Mr Thomas Schwartz and Mr David Ehrlich and any other members of the Board from time to time nominated by or appointed for or on behalf of CAPREIT LP or its group;

“Initial Admission”

the admission of the Existing Ordinary Shares to the Official List and to trading on the Main Securities Market of the Irish Stock Exchange on 16 April 2014;

“Initial Issue”

the issue of Ordinary Shares pursuant to the Initial Placing, the subscription for Ordinary Shares by Franklin pursuant to the FT Subscription Agreement, the subscription for Ordinary Shares by Irish Life pursuant to the Irish Life Subscription Agreement and the subscription for Ordinary Shares by CAPREIT LP pursuant to the CAPREIT Subscription Agreement;

“Initial Placing”

the conditional placing of Existing Ordinary Shares by Investec and TD Securities pursuant to a Placing and Sponsor Agreement between the Company, the Directors, IRES Fund Management, CAPREIT LP and Investec and TD Securities dated 14 April 2014;

“Initial Properties”

338 residential suites and approximately 3,104 sq. m. (33,409 sq. ft.) of commercial space comprised within four greater Dublin area multi-unit apartment blocks known as Kings Court, Grande Central, Priorsgate and Camac Crescent acquired by the Company in September 2013;

“Investec”

Investec Bank plc a company incorporated under the laws of England and Wales under registration number 489604 and having its registered office at 2 Gresham Street, London EC2V 7QP, England, and registered with the Irish Companies Registration Office under number 904428 as an external company and has a registered branch office at The Harcourt Building, Harcourt Street, Dublin 2, Ireland, its Irish

	Branch;
“Investment Policy”	the investment policy of the Company, as set out in Part VIII (<i>Information on the Company</i>) of the Prospectus;
“Ireland”	Ireland excluding for the avoidance of doubt Northern Ireland, and the word “Irish” shall be construed accordingly;
“IRES Fund Management”	IRES Fund Management Limited a private limited company which is registered with the Irish Companies Registration Office under number 539306 and has a registered office at Kings Court, 48-59 North King Street, Unit 5, Smithfield, Dublin 7, Ireland;
“Irish Life”	Irish Life Assurance Company plc, a public limited company which is registered with the Irish Companies Registration Office under number 152576 and has its registered office at Irish Life Centre, Lower Abbey Street, Dublin 1, Ireland (and a company carrying on life business within the meaning of section 706 TCA and thereby a qualifying investor within the meaning of section 705A TCA);
“Irish Life Subscription Agreement”	the subscription agreement between the Company and Irish Life dated 11 April 2014;
“Irish REIT”	a REIT or the Principal Company in a Group REIT;
“Irish REIT Regime”	the provisions of Irish law and regulation establishing and governing REITs, in particular but without limitation, section 705A TCA (as inserted by section 41(c) of the Finance Act);
“Irish Revenue”	the Revenue Commissioners of Ireland;
“Irish Stock Exchange”	the Irish Stock Exchange Public Limited Company;
“Island of Ireland”	Ireland and Northern Ireland;
“Issue”	the issue of New Ordinary Shares pursuant to the Firm Placing and Placing and Open Offer;
“Issue Price”	€1.00 per New Ordinary Share;
“Joint Bookrunners”	Credit Suisse, TD Securities, Barclays, and Investec;
“Last Practicable Date”	the latest practicable date prior to the publication of this announcement, being 25 February 2015 (unless otherwise stated);
“Laurels”	the properties in the development known as the Laurels located in Tallaght, Dublin 24 consisting of 19 residential suites and 190 sq. m. (2,045 sq. ft.) of commercial space in the form of one large unit which could be split into two units acquired by the Company in June 2014;
“Listing Rules”	the listing rules of the Irish Stock Exchange;
“Management Team”	David Ehrlich, Thomas Schwartz, Charles Coyle, Daniel Mack, Mark Kenney, Scott Cryer, Corinne Pruzanski, Judy Harkai, Trish MacPherson, Perry Rose, Jodi Lieberman, David B. Cohen, Nadia Georgis and Maggie Chin-Sang;
“Marker Residences”	the properties in the development known as the Marker Residences located in the Grand Canal Dock area of Dublin 2 consisting of 84 luxury residential suites and approximately 1,218 sq. m. (13,111 sq. ft.) of commercial space acquired by the Company in July 2014;

“NAMA”	the National Asset Management Agency;
“Net Asset Value” or “NAV”	the measure shown in a company’s balance sheet of all assets less all liabilities, and is equal to the equity attributable to shareholders in any company or group. The net asset value of the Company will be measured consistently with IFRS as adopted in the EU, and in particular will include the Company’s property assets at their most recent independently assessed market values and also the Company’s debt and hedging instruments at their most recent independent valuations;
“Net Initial Yield on Cost”	annualised current passing rent less non-recoverable property expenses divided by the property purchaser’s acquisition costs (including VAT, if applicable, but excluding other transaction costs);
“Net Proceeds”	the aggregate value of all of the New Ordinary Shares issued pursuant to the Capital Raise less commissions, fees and expenses relating to the Capital Raise;
“New Ordinary Shares”	the Ordinary Shares issued pursuant to the Firm Placing and Placing and Open Offer;
“Notice of EGM”	the notice of Extraordinary General Meeting set out at the end of the Circular;
“Official List”	the official list maintained by the Irish Stock Exchange;
“Open Offer”	the offer to Qualifying Shareholders constituting an invitation to apply for the Open Offer Shares on the terms and subject to the conditions set out in the Prospectus, and in the case of Qualifying Non-CREST Shareholders, the Application Form;
“Open Offer Entitlement”	an entitlement of a Qualifying Shareholder to apply for Open Offer Shares pursuant to the Open Offer;
“Open Offer Shares”	the New Ordinary Shares to be offered to Qualifying Shareholders pursuant to the Open Offer;
“Orange Portfolio”	the Orange portfolio consisting of 761 residential suites in four properties located in the greater Dublin area neighbourhoods of Charlestown, Lansdowne Gate, Beacon South Quarter and Bakers Yard, a total of approximately 3,187 sq. m. (34,302 sq. ft.) of commercial space in two of the properties and development lands at two locations acquired by the Company in October 2014;
“Ordinary Shares”	the ordinary shares of €0.10 each in the capital of the Company (which include the Existing Ordinary Shares and the New Ordinary Shares);
“Original Net Proceeds”	the aggregate value of all of the Existing Ordinary Shares issued pursuant to Initial Issue less expenses relating to the Initial Issue;
“Overseas Shareholders”	Shareholders who are resident in, or citizens of, or who have registered addresses in territories other than Ireland;
“Pipeline Agreement”	the pipeline agreement dated 21 November 2014 (as amended on 9 February 2015 with effect from 21 November 2014) between CAPREIT LP and the Company;
“Pipeline Property”	an investment or investments that comply with the Investment Policy and the Irish REIT Regime that are acquired by a Pipeline SPV in

	accordance with the Pipeline Agreement;
“Pipeline SPV”	a wholly-owned Irish-incorporated special purpose vehicle (including Rockbrook SPV) incorporated by CAPREIT LP at the direction of the Company for the sole purpose of participating in property sale processes and acquiring a property investment pursuant to the Pipeline Agreement;
“Pipeline Transactions”	all transactions, rights, obligations and liabilities arising pursuant to or in connection with the Pipeline Agreement;
“Placing”	the conditional placing of the Placing Shares with Conditional Placeses in accordance with the Placing and Open Offer Agreement;
“Placing and Open Offer”	the Placing and Open Offer described in this document;
“Placing and Open Offer Agreement”	the placing and open offer agreement to be entered into between the Company, IRES Fund Management and the Joint Bookrunners on 27 February 2015;
“Placing Shares”	the New Ordinary Shares which are the subject of the Placing;
“PRA”	the Prudential Regulation Authority of the United Kingdom;
“Principal Company”	the company within a group that gives notice to the Irish Revenue under the Irish REIT Regime;
“Property Portfolio”	the investment properties held by the Company as at the Last Practicable Date;
“Prospectus”	the Prospectus issued by the Company in relation to Admission of the New Ordinary Shares to trading on the regulated market of the Irish Stock Exchange and approved under the Prospectus Directive;
“Prospectus Directive”	European Parliament and Council Directive 2003/71/EC of 4 November 2003;
“Qualifying CREST Shareholders”	Qualifying Shareholders whose Ordinary Shares are in uncertificated form in CREST on the Record Date;
“Qualifying Non-CREST Shareholders”	Qualifying Shareholders whose Ordinary Shares are in certificated form on the Record Date;
“Qualifying Shareholder(s)”	holders of Existing Ordinary Shares on the register of members of the Company on the Record Date, with the exception of certain Overseas Shareholders;
“Record Date”	the date on which the entitlement of Qualifying Shareholders to subscribe for Open Offer Shares will be determined by reference to the register of members of the Company, expected to be 6.00 p.m. on 25 February 2015;
“Regulatory Information Service”	one of the regulatory information services authorised by the Irish Stock Exchange to receive, process and disseminate regulated information from listed companies;
“REIT”	a real estate investment trust, as defined in section 705A TCA (as inserted by section 41(c) of the Finance Act);
“Reporting Accountants”	PricewaterhouseCoopers, One Spencer Dock, North Wall Quay, Dublin 1, Ireland;

“Resolutions”	the resolutions as set out in the Notice of EGM, to be considered and voted on at the EGM;
“Revolving Facility”	the revolving facility of up to €60 million which has been made available to the Company pursuant to the Credit Agreement;
“Rockbrook Portfolio”	part of the Rockbrook Estate a mixed used development located in Sandyford, Dublin 18, consisting of 270 residential suites and mixed use commercial accommodation of approximately 4,665 sq. m. (50,214 sq. ft.), together with a development site of approximately 1.13 hectares (2.8 acres);
“Rockbrook SPV”	IRES Residential Properties Limited, a private limited company registered with the Irish Companies Registration Office under number 552768 and which has its registered office at c/o IRES Fund Management Limited, Kings Court, 48-59 North King Street, Unit 5, Smithfield, Dublin 7, Ireland;
“Senior Management Team”	David Ehrlich, Thomas Schwartz, Mark Kenney and Scott Cryer;
“Shareholder”	a holder of Ordinary Shares in the Company;
“Shares”	means ordinary shares in the capital of the Company (or any shares representing them) and includes any shares representing them following a Reorganisation or Takeover;
“subsidiary”	shall be construed in accordance with the Irish Companies Acts 1963 to 2013;
“subsidiary undertaking”	shall have the meaning given by the European Communities (Companies: Group Accounts) Regulations 1992;
“TCA”	Taxes Consolidation Act 1997;
“TD Bank”	The Toronto-Dominion Bank, a bank to which the Bank Act (Canada) applies, of TD West Tower, 100 Wellington Street, Toronto, Ontario, M5K 1A2, Canada;
“TD Securities”	TD Securities Inc., a corporation incorporated under the laws of the Province of Ontario in Canada with its registered office at 66 Wellington Street West, TD Tower, 12th Floor, Toronto, Ontario, Canada;
“Total Shareholder Return”	the change in a Company’s share price for a 12 month period ending on 31 December each year, plus dividends per share paid over the same period, as a percentage of the Company’s share price on 1 January of that year;
“Uncertificated” or “in Uncertificated Form”	the Ordinary Shares recorded on the register of members of the Company as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of an instruction issued in accordance with the rules of CREST;
“Uncertificated Securities Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001/3755);
“United Kingdom” or “UK”	the United Kingdom of Great Britain and Northern Ireland;
“United States” or “US”	the United States of America, its territories and possessions, any state of the United States and the District of Columbia; and

“VAT”

value added tax.

For the purpose of this announcement, references to one gender include the other gender.

Any references to any provision of any legislation or regulation shall include any amendment, modification, re-enactment or extension thereof for the time being and unless the context otherwise requires or specifies, shall be deemed to be legislation or regulations of Ireland.