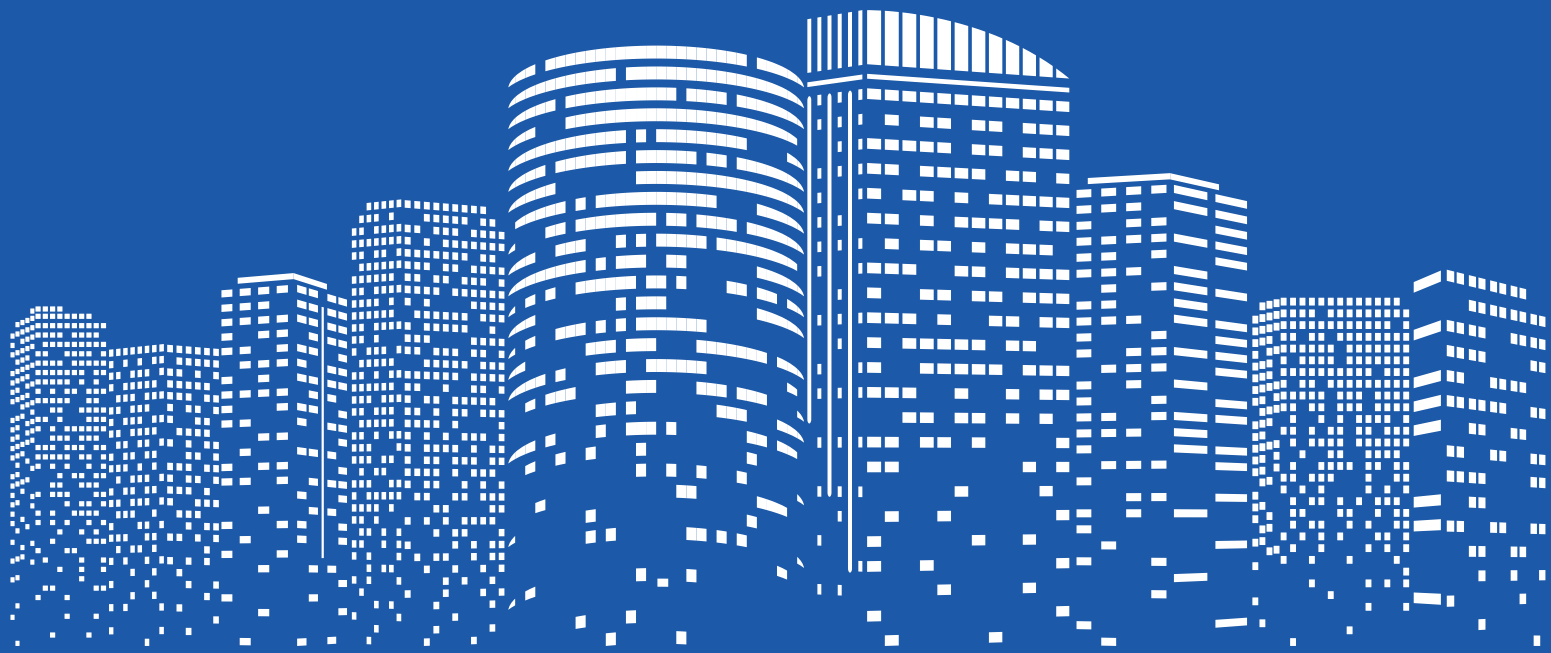


Sentinel Commercial Real Estate Investment Trust

(Rules, Regulations & Particulars of the Trust)



OFFER FOR SUBSCRIPTION

Initial Application for a minimum of the Ghana Cedi equivalent of USD 16,000,000 worth of shares in Tranche A offer (Total Shelf Offer of Ghana Cedi equivalent of up to USD 100,000,000 to be issued in Tranches)

Payable in full on Application

OFFER OPENS: Tuesday, 25th July, 2023

OFFER CLOSES: Tuesday 15 August 2023

**THIS DOCUMENT IS IMPORTANT
AND SHOULD BE READ CAREFULLY.**

If you are in doubt about the contents of this document you should consult a person licensed under the Act who specialises in advising on the acquisition of shares and other securities

Important Notice

The information contained herein known as the “Prospectus” gives details of the Initial Offer of the Sentinel Commercial Real Estate Investment Trust (the “REIT”) and other important information about the REIT.

The information contained herein known as the “Prospectus” gives details of the Initial Offer of the Sentinel Commercial Real Estate Investment Trust (the “REIT”) and other important information about the REIT. The Directors of the REIT, whose names appear on pages 15 - 16 of this Prospectus, accept responsibility for the contents of the prospectus and that, to the best of their knowledge and belief, and after making reasonable enquiries, the information contained in the prospectus is in accordance with the facts and that the prospectus makes no omission likely to affect the import of such information. To the best knowledge of the Promoter, Sentinel Asset Management Limited, the information contained in this Prospectus is factual.

No person has been authorized to give any information or to make any representations with regard to the REIT, other than those contained in this Prospectus, and if given or made, such other information or representations must not be relied upon as having been authorized by the Manager. This Prospectus does not constitute an offering in any country in which such an offering may not lawfully be made.

Neither the delivery of this Prospectus nor the allotment of shares shall under any circumstances create any implication that there has been no changes in the affairs of the REIT since the date hereof.

This Prospectus has been reviewed and approved by the Commission in accordance with the Securities Industry Act, 2016 (Act 929), Securities Industry (REIT) Guidelines 2019 and all other relevant regulations. In its review, the Commission examined the content of the Prospectus to ensure that adequate disclosures have been made. The Commission takes no responsibility for the contents of the prospectus and shall not be liable to any action in damages as a result of the prospectus.

To ascertain the financial soundness or value of shares on offer, investors are advised to consult an investment advisor, a dealer or other investment professionals for appropriate advice. REITs and securities investments are subject to market risks and there is no assurance or guarantee that the objective of the REIT will be achieved. As with any investment in securities, the Net Asset Value of the shares issued can go up or down.

No application as of yet has been made to list the shares of the REIT on the Ghana Stock Exchange (GSE). All enquiries relating to the REIT should be directed to the Manager, Sentinel Asset Management Limited.

This Prospectus should be read in its entirety before making an application for shares and should be retained for future reference.

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Definitions

In this document, the words and expressions set out below have the meanings and words set out opposite them:

“Application Form”

The application form to subscribe for shares enclosed with this Prospectus.

“Business Day”

Monday to Friday excluding any day designated as a public or statutory holiday in Ghana.

“Close-ended Fund”

A Collective Investment scheme that issues a fixed number of shares through an initial offering. Investors can purchase shares of such a scheme in line with the provisions of the Prospectus.

“Share Certificate”

A certificate containing evidence of the purchase of shares and title to the number of shares a Shareholder has in the REIT.

“Management Fee”

The Manager shall receive from the REIT a fee for all general management, investment management, advisory and supervisory services provided. This fee shall not exceed 1.25% per annum of the REIT’s average daily Net Asset Value.

“NAV”

Net Asset Value.

“Payment Date”

The date on which distribution income from the REIT shall be paid into the accounts of shareholders.

“REIT”

A Real Estate Investment Trust company that is incorporated as a public company under the Companies Act 2019 (Act 992) with the dedicated purpose of investing in real estate that generates recurrent income (rental and interest) from operating, owning or financing income-producing real estate and real estate-related investments.

“SEC” or “Commission”

Securities and Exchange Commission.

“Share”

Ordinary Shares of no par value of The REIT which are hereby offered.

“Shareholder”

The registered holder of shares in the REIT.

“SIA”

Securities Industry Act 2016, Act 929.

“The Act”

Companies Act, 2019, Act 992.

“The Auditor”

Resolute Consult.

“The Custodian”

Standard Chartered Bank Ghana.

“The Directors” or “Board of Directors”

The Board of Directors of the REIT.

“The Guidelines”

Securities Industry (REITS) Guidelines 2019.

“The Promoter”

Sentinel Asset Management Limited.

“The Solicitor”

Keystone Solicitors.

“The REIT”

Sentinel Commercial Real Estate Investment Trust.

“The REIT Manager” or “Manager”

Sentinel Asset Management Limited.

“Valuation Day”

Every Business Day or such other date(s) on which the NAV per share is calculated after the conclusion of the IPO.

Summary Of The Offer

The following information should be read in conjunction with the full text of this Prospectus from which it is derived.

REIT Manager

Sentinel Asset Management Limited.

Custodian

Standard Chartered Bank Ghana.

Assets of the REIT are held by the Custodian in trust for the REIT. The Custodian will monitor the conduct of the REIT Manager and ensure that the interests of the shareholders are protected and safeguarded.

Solicitors to the REIT

Keystone Solicitors.

Reporting Accountants

Resolute Consult.

The Offer

Sentinel Commercial REIT shares worth USD 16,000,000.00 or its Ghana Cedi equivalent.

Mode of Offer

Offer for subscription.

Nature of the REIT

The REIT is a close-ended scheme that aims to achieve long term capital appreciation of assets by investing in a portfolio of high-quality commercial real estate assets that produce above market yields. A maximum of 15% of the REIT's assets may be invested in liquid assets including fixed income securities. The REIT may undertake secondary offerings as and when the need arises.

Series Tranche

- Tranche A –Maximum offer size is USD 16,000,000.00 or its Ghana Cedi equivalent.

The offer will be deemed successful upon the attainment of 25% of the maximum offer size.

- Subsequent Tranches are yet to be determined.

Shares for Sale

25,000 shares per purchaser and in multiples of 5,000 shares thereafter.

Offer Price

- Tranche A – GHc 1,000 per share.
- Subsequent Tranches are yet to be determined.

Offer Size

USD 16,000,000.00 or its Ghana Cedi equivalent.

Total Cost of Offer

The costs, charges and expenses of and incidental to the Offer including fees payable to the Securities & Exchange Commission, professional parties, brokerage and printing and distribution expenses are estimated at 1.5% of the transactional value. This cost will be borne by the Shareholders of the REIT.

Financing

The REIT may acquire debt of up to 40% of its gross asset value in order to aid in the acquisition of assets.

Payment Terms

In full on application.

Opening Date

Tuesday 25 July 2023.

Closing Date

Tuesday 15 August 2023.

Allotment

The REIT Manager reserves the right to accept or reject any application in whole or in part. The allotment proposal will be subject to the approval from the Commission.

Over Subscription

In the event of an oversubscription, the REIT Manager may, with the approval of the Securities and Exchange Commission, allot additional shares of the REIT.

Investment Objective

The investment objective of the REIT is to provide investors with regular and stable income with sustainable growth, liquidity and capital growth per share from investments in commercial real estate. It aims to achieve long-term appreciation of its assets and maximize returns on capital employed.

Distribution

A minimum of 85% of the net income earned will be distributed to shareholders at the end of every financial year. There is no option of reinvesting such income.

The REIT

Sentinel Commercial Real Estate Investment Trust was incorporated under the laws of Ghana on 23rd August 2022 as Sentinel Commercial Real Estate Investment PLC with the registration number PL00200822

The Sentinel Commercial Real Estate Investment Trust ("The REIT") is a close-ended Real Estate Investment Trust that will be invested wholly in commercial buildings such as hotels, offices, retail malls and industrial buildings. Sentinel Commercial Real Estate Investment Trust was incorporated under the laws of Ghana on 23rd August 2022 as Sentinel Commercial Real Estate Investment PLC with the registration number PL00200822.

The REIT seeks to achieve long-term capital appreciation of assets by investing in a portfolio of high yielding commercial real estate assets that produce above market yields while limiting the risks of volatility.

The Offer

The REIT is offering shares worth USD 16,000,000.00 or its Ghana Cedi equivalent. The minimum investment purchase of shares under the offer is set at 25,000 shares at GH¢ 1,000 per share and thereafter in multiples of 5,000 shares. The proceeds of the issue will be applied as consideration for the purchase of the initial asset of the REIT.

The prospectus is being issued under the Securities Industry Act 2016, (Act 929), the Unit Trusts and Mutual Fund Regulations, 2001 (L. I. 1695) and the Securities Industry (REITS) Guidelines 2019. Copies of the prospectus, together with copies of documents specified therein, have been delivered to the Commission.

The initial offering period for shares of the REIT will begin from 8:30 am on Tuesday 25th July, 2023 and end at 5:00 pm on Tuesday 15 August 2023. Any change to this period will be made by the Manager with the approval of the Securities and Exchange Commission.

The Offer Timetable



The Constitution And Objectives Of The REIT

5.1 Name of the Fund

The name of the Fund is the Sentinel Commercial Real Estate Investment Trust. (the "REIT")

5.2 Date of Establishment

The REIT was incorporated on 23rd August 2022.

5.3 The Characteristics of Interest in the REIT

5.3.1 Type of Interest

Interest in the REIT is in the form of shares.

5.3.2 Entitlement of Share

All shares are entitled to equal participation in the income and property of the REIT. A Shareholder's right in respect of the REIT by his or her shares is that of a right as a shareholder in the company.

5.3.3 Evidence of Shares

Share certificates will be issued to Shareholders for the purchase of shares and will be evidence of title to his or her shares.

5.3.4 Use of Proceeds

The proceeds are to be invested by the REIT as per the REIT's investment policy detailed in Section 5.6 of this Prospectus. The net proceeds of will be used accordingly to the target investment allocation.

Upon attainment of only the minimum offer, the proceeds will be used to purchase units of the assets.

5.4 Nature of the REIT

The Sentinel Commercial Real Estate Investment Trust (The "REIT") is registered in Ghana as a public company under the Act and recognized as a REIT under the SIA. The REIT is a close-ended scheme that aims to achieve long term capital appreciation of assets by investing in a portfolio of high quality commercial real estate assets.

The REIT will focus investment activities on, and use the proceeds of this offering principally, for the acquisition of a diverse portfolio of existing commercial properties, located in Ghana. The Manager seeks to grow rental yield, produce regular distributions to Shareholders and achieve long term growth in the NAV per share of the REIT through the following:

- Acquiring properties that meet the REIT's investment objectives.
- Actively managing the REIT's property portfolio; and
- Developing excellent tenant relationships through the provision of proactive property-related services

The initial property to be acquired by the REIT following the conclusion of the Offer has already been identified. This property has an aggregate gross lettable area of 16,770 square metres and an occupancy rate of 75% as of the end of May 2023. The tenant profile of the property identified consists of international and local corporate entities operating in various sectors of the economy. The diversity in client base and the long-term rental/lease agreements mitigates against the risk of the REIT relying on any particular client or industry as well as against high vacancy rates and provides diversification for the REIT, a minimum of 85% of net operating income which shall be distributed to investors.

The REIT presents an opportunity for discerning investors to balance their investment portfolio by investing in assets that generate cashflow and to partake in the stable and consistent stream of real estate income which a REIT provides.

5.5 Investment Objectives

The investment objective of the REIT is to provide investors with regular and stable income with sustainable growth, liquidity, and capital growth per share from investments in commercial real estate. It aims to achieve long-term appreciation of its assets and maximize returns on capital employed.

The Manager shall seek to maintain a balance between realized income and capital growth to ensure regular income and continuous appreciation in asset values while ensuring optimal safety of assets and adequate liquidity to meet the REIT's obligations as they fall due.

The REIT seeks to maximize returns to investors from real estate income and limit the risks of volatility through investment in various real estate classes. There is however no specific asset allocation weight with regards to type of property, maximum cost per property or location of property. The proactive management of the REIT portfolio by the REIT Manager will ensure a sustained growth of the value of the shares and returns to its holders.

5.6 Investment Policy

To achieve the objectives of the REIT, the Manager shall adopt and maintain an investment policy that is designed to ensure a steady return of capital and capital gains. Subject to the terms and conditions hereinafter contained and in accordance with the regulatory framework of SEC, the REIT's investment policy will be to build a portfolio of commercial real estate assets consistent with its investment objectives.

When making an acquisition, the Manager will emphasize the performance and risk characteristics of that individual investment and how that investment will fit into the REIT's portfolio-level performance objectives and the expected return and risk measures of alternative investments. The Manager will also consider the location of the property, the leases and other agreements affecting the property, the reputation of major tenants, income-producing capacity, prospects for appreciation and other asset transfer considerations. Selection of investments will be subject to the Investment Committee's approval. The REIT's obligation to complete any investment will generally be conditioned upon the delivery and verification of certain documents from the seller or developer, including, where applicable:

- Plans, specifications, building approvals and surveyor reports;
- Evidence of title; and
- Financial information relating to the properties including the recent operating histories of properties and their lease agreements.

The number, size and mix of investments made will depend on market conditions and other circumstances existing at the time of investment. Potential investments should have some or all of the following attributes:

- **Prime Location:** Location often has the greatest single impact on an asset's long-term income-producing potential and value. Assets located in business districts have the potential to achieve higher returns.
- **Premium Buildings:** The REIT will seek to acquire assets of superior contribution, quality finishing and design. Such assets generally attract and retain a greater number of desirable tenants.
- **Quality Tenancy:** The REIT will seek to acquire assets that typically attract corporate tenants who may require larger blocks of space and longer leases. Such tenants may make significant improvements to the spaces they rent and may thus be more likely to renew their leases prior to expiration.

Target investments for the REIT shall be Ghana domiciled real estate that are used for business purposes such as offices, hotels, shopping malls and industrial buildings and investments will be made via the following ways:

- **No Off-Plan Property Investment:** The REIT will be used to invest in identified commercial real estate that are fully built, operational and have signed long-term rental/lease agreements with tenants.
- **Joint Venture / Co-Ownership:** The REIT will invest in property through Joint Ventures or with co-owners for various assets where appropriate. With regards to such investments, the REIT Manager will evaluate them under the same criteria for the selection of direct real estate investments.
- **Buying and selling Properties:** The REIT will buy, hold and sell core assets with each investment subject to the REIT's stringent standards as well as the SEC's investment guidelines.

The Manager generally intends to hold core properties invested in for as long as it deems necessary to enable the REIT capitalize on the potential for increased income and capital appreciation of properties.

5.7 Investment Strategy

The strategy for the REIT is to invest in a portfolio of commercial real estate assets that have attractive investment fundamentals in terms of prime location, architectural design, tenant base and stable tenant profiles with properly structured leases.

The Manager has identified suitable assets which meet its strict criteria of delivering regular returns as well as offering the opportunity for capital growth. The Manager will diversify the REIT portfolio by property location, investment size and risk with the goal of attaining a portfolio of income – producing properties that provide attractive and stable returns to investors.

The REIT will hold investments for as long as such assets meet its investment criteria and have the potential for increased cash flow and capital appreciation. The decision to dispose properties in the REIT will depend on investment type, economic and market conditions. The REIT Manager will regularly perform a hold-sell analysis on each investment to determine the optimal time to sell and generate maximum total returns. Periodic reviews of each investment will focus on the remaining available value enhancement opportunities and the demand for the investment in the marketplace.

The REIT Manager in the course of managing the REIT has the liberty to invest in real estate related securities as it deems fit.

5.8 Investment Approach

The Manager will implement the following practises when considering an investment:

- **Proactive asset management and asset enhancement strategy:** The Manager will take an active role in managing and enhancing the REIT's properties. The Manager's strategy for organic growth will be to actively optimise the tenant mix of the REIT's properties and to provide proactive property management services to tenants while also undertaking periodic refurbishment of the REIT's properties, as appropriate.

Through active asset management, the Manager seeks to ensure that the interests of all stakeholders, including tenants and Shareholders, are protected while keeping the REIT's properties at the forefront of evolving trends relevant to the changing demands of consumers.

- **Risk Management:** Risk management is a fundamental principle in the construction of portfolios and in the management of each investment. Diversification of portfolios by property type and location is critical to controlling risk. The Manager will continuously review the operating performance of investments against projections and provide the oversight necessary to detect and resolve issues as they arise. Also, the vast experience of members of the Investment Committee will help to combat envisaged risks.

The Property Manager will be expected to establish a good human relationship management with tenants in order to forestall unexpected vacancies and to facilitate prompt renewal of tenancy agreements by tenants for longer tenors.

- **Asset Management:** The REIT Investment Committee will review the assets' business strategies quarterly to anticipate changes or opportunities in the market during a given phase of the market cycle. This will allow for realistic yet aggressive enhancement of value throughout the investment period of any assets held.

5.9 Target Asset Allocation

Asset Classes	% Allocation
Real Estate Assets	75% – 100%
Real Estate Related Securities	0% – 25%
Liquid Assets	0% – 15%

5.10 Investment Restrictions

The REIT shall invest in such instruments as are authorised by the SEC Rules. The REIT Manager shall not:

- Carry out transactions that expose any part of the held assets to unlimited liabilities or results in the said assets being unnecessarily encumbered.
- Invest in any assets or securities that are not freely transferable.
- Engage in any transaction that is against the interests of the Shareholders.

5.11 Benefits of Investing in the REIT

Investment benefits to investors in the REIT are as follows:

- Stable and regular income distribution from a diversified portfolio of commercial real estate and real estate related assets;
- Leases of various tenors with existing tenants;
- Diverse corporate tenant profile with staggered rental renewal periods which prevents mass vacancy at any one period and provides stable and resilient portfolio performance;
- Diversification of investment portfolio thereby reducing single property risks;
- Access to investment professionals via the REIT Board, Investment Committee and Portfolio Manager with several years' experience and in-depth knowledge in real estate investing and operations;

5.12 Dividend Policy

A minimum of 85% of the net income earned by the REIT will be distributed to Shareholders on a yearly basis.

5.13 Financing & Borrowing Policies

Equity, debt capital or a combination of both could be adopted by the REIT for the financing of REIT operations (working capital) and investment strategies (upgrades, renovation, repairs etc). The REIT's borrowing shall not exceed 40% of the net asset value (NAV) of the REIT.

Subject to any statutory requirements and prohibitions for the time being, in force and to the terms and conditions of the REIT and the scheme particulars, the Board of Directors may upon the request of the REIT Manager borrow for the account of the REIT, any monies whether in local or foreign currency.

The following provisions shall apply in connection with the borrowing:

- The borrowing may be from any reputable commercial bank, the custodian or its associate on the best commercial terms;
- The aggregate outstanding of borrowings whether in local or foreign currency at any time shall not exceed 40% of the net value of the assets of the REIT;
- Any interest on the borrowing and expenses incurred in negotiating, entering into, varying, carrying into effect, and terminating the borrowing arrangements shall be payable out of the assets of the REIT;
- For the purpose of securing the borrowing, the Board of Directors of the REIT is entitled, with the concurrence of the Manager, to charge or pledge in any manner all or part of the assets of the scheme, and where any part of the assets of the scheme or any document of title of the assets is for the time being under the custody and control of a person other than the custodian in consequence of any charge or pledge, the provisions of the regulations as to the custody and control of the assets of the scheme or the documents of title to the assets shall be deemed not to have been infringed;
- Any charge or pledge on the assets of the scheme shall be made upon the terms that no action shall be taken to enforce the security constituted until thirty days after notice in writing has been given to the Board of Directors of the REIT demanding repayment of the monies secured;
- Where borrowing is undertaken for the account of the REIT, assets that form part of the deposited property may be registered in the lender's name or a nominee appointed by the lender; provided that the lender or its nominee, enters into a written commitment that under no circumstances will it pledge or obligate any part of the assets to any other person or use any part of them to margin, guarantee, secure, discharge or settle any borrowing, trades or contracts, or dispose of any part of them, or treat them as if any person other than the REIT and the lender had any interest in them.
- Where the assets of the scheme or any part of the assets are registered in the name of the lender as security for a loan obtained for and on behalf of the scheme, the custodian is liable for any act or omission of the lender's agent concerning the property.

5.14 Winding Up of Scheme

Any business entity stands the risk of failure and as such if the REIT has to wind up it shall be done in accordance with the provisions of the Corporate Insolvency and Restructuring Act 2020, (Act 1015). Where the Company is wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanctions, divide amongst the Shareholders in specie or kind the whole or part of the company's assets, whether the assets consist of property of the same kind or not, and may for this purpose set a value that the liquidator considers is fair upon any property to be divided as mentioned and may determine how the division is to be carried out as between the members or different classes or members.

The liquidator may vest the whole assets or any part of the assets in trustees upon trust for the benefit of the shareholders on such conditions as the liquidator thinks fit. No member shall be compelled to accept any securities on which there is any liability.

5.15 Accounting Date

The accounting period of the scheme or the REIT shall begin from the first day of January and end on the last day of December in each calendar year, except for the year of establishment.

5.16 Manager's Remuneration

The Manager shall be paid a management fee from the assets of the REIT. The fee due the Manager shall not exceed 1.25% per annum and shall be computed and paid at the end of each month based on the number of days within the period.

The Board and the Manager by mutual agreement can authorize the Management fee to be calculated and paid at periods other than monthly intervals provided the interest of the Shareholders is not jeopardized.

5.17 Custodian Remuneration

The Custodian shall be entitled to a safekeeping fee not exceeding 18 basis points (0.18%) per annum. The fees are inclusive of communication charges relating to the conduct of normal business. The Custodian's fee shall be payable from the assets of the scheme. In addition, the Fund shall reimburse the Custodian for agreed-upon out-of-pocket expenses incurred by the

Custodian in connection with the performance of its duties as custodian. However out-of-pocket expenses will be incurred only after obtaining clearance from the REIT Board.

5.18 Director's Remuneration

The remuneration of Directors of the REIT will be determined from time to time by its Board of Directors and approved by Shareholders. The remuneration and other expenses of directors shall be paid out of the assets of the scheme.

The Board of Directors of the REIT Manager shall not directly receive any remuneration and expenses from the REIT.

5.19 Other Expenses

All other expenses allowed by law, including fees payable to Auditors, Valuers, Registrars, and Regulators will be paid out of the assets of the scheme. Other expenses incurred by the REIT will relate to direct costs associated with its operation such as bank charges, publication of annual reports, etc.

5.20 Valuation of the Real Estate Assets

A valuation report of the REIT's real estate assets shall be conducted by a Property Valuer appointed by the REIT Manager and filed with the SEC every year, or such period as the Commission may from time to time prescribe.

5.21 Procedure for purchase of shares

Applicants shall complete standard application forms which shall be sent to the REIT Manager. Telephone or electronic requests will be accepted once an indemnity form has been completed by the Client. Funds will be cleared first before the processing of applications by the REIT Manager. The base currency is the Ghana Cedi. However, applicants can settle their payments with easily convertible currencies but will bear the foreign exchange transaction costs and must allow for currency conversion which may result in a delay. Foreign currencies shall be converted using the prevailing Inter-bank exchange rate.

The REIT Manager will inform an applicant if possible, the total number of shares allotted and the total cost after the price at which the shares are to be issued has been established.

Shares can only be issued after receipt of subscription monies by 4:00 pm GMT by close of the offer. Application may elapse and can be cancelled if settlement is not made. Investors are to make payment at any Standard Chartered Bank Ghana branch through the following account:

Account Name: Sentinel Commercial Real Estate Investment Trust – Collections Account

Account Number : 0104280187500

Once the REIT is listed, shares of the REIT can be bought or sold through any licensed stockbroker on the floor of the GSE.

5.22 Allotment

The REIT Manager reserves the right to accept or reject any application in whole or in part. The allotment proposal will be subject to the clearance of the SEC.

In the event of an oversubscription, the REIT Manager may, with the approval of the SEC, allot additional shares of the REIT.

In the event of an undersubscription, the REIT Manager may, with the approval of the SEC, return applicants' monies to the bank account number stated on the applicant's Application Form within 5 working days of allotment.

5.23 Application Monies

All applicants' monies will be retained in a separate interest yielding bank account by the Custodian pending allotment. If any application is not accepted or is accepted for fewer shares than the number applied for, payment for the full amount paid or the balance amount paid (as the case maybe) will be returned to the bank account number stated on the applicant's Application Form within 5 working days of allotment.

5.24 Redemption of Shares

5.24.1 Transferability

REIT shares are freely transferable, and the REIT Manager shall not impose any restriction on the transfer of shares. Prior to listing, transfer of shares shall be done Over the Counter (OTC). When listed, all transfers of the REIT shares shall be subject to the Rules of the GSE.

5.24.2 Listing

Upon approval, the REIT will be listed on the GSE within three years of its coming into being. Once listed, shares of the REIT can only be traded through the GSE. Consequently, the market price of the shares will be market driven and may not necessarily be equal to the NAV of the REIT. However, the REIT may undertake secondary offers as and when the need arises.

Governance Of The REIT

6.1 Board of Directors

The Board of Directors of the REIT ("REIT Board") as constituted will have oversight of the REIT operations. The REIT Board is made up of a team of professionals with vast experience in portfolio management, real estate consulting, engineering and finance both within and outside the shores of Ghana.

The Board of Directors responsibilities include;

- Ensuring the property of the REIT is managed by the REIT Manager in accordance with the SIA, the Guidelines and formation documents of the REIT.
- Overseeing that the REIT Manager performs its functions and discharges its duties under the SIA, the Guidelines, and the constitution of the REIT.
- Ensuring the custodian performs its functions and discharges its duties under the SIA, the Guidelines and the custody agreement

The REIT Board constitutes of the following members:

- **Kofi Duodou Asomaning**

Kofi has over sixteen (16) years' experience in architecture, development management, asset management, structured finance and equity investments with expertise in originating, analysing, structuring, executing, and monitoring real estate transactions. Kofi is currently a Partner at Keystone Architects, a real estate design and build firm providing architectural, advisory, construction, procurement, and project management services for corporates as well as private clients. Prior to joining Keystone Architects, Kofi was Managing Director, West Africa for Capri Africa Ltd, a Real Estate Private Equity Manager where he led a team that was responsible for selecting and managing equity and equity-related investments. Prior to Capri Africa, Kofi was Head of Real Estate Finance and Investments – West Africa at Stanbic Bank where he led country efforts in the structuring of debt products and equity investments in top tier real estate

transactions across the region. He also worked as a Senior Consultant in Real Estate Advisory Services at EY where he was recipient of the Ovation Award for Innovation and Operational Excellence as well as the Above and Beyond Award for Outstanding Contributions. Kofi is also a founding member of The Human Development Group, Ghana, a non-profit organization which empowers young people to discover and achieve their full potential.

Kofi graduated first in his class at the School of Architecture at the Kwame Nkrumah University of Science & Technology where he was winner of the Frank Lloyd Wright Memorial Prize for best postgraduate student. He also holds a MBA from the Wharton School at the University of Pennsylvania where he was a recipient of the Adele & Leonard Block / Joseph Wharton Fellowship for academic and professional accomplishments. He is an Associate Member of the Ghana Institute of Architects and a certified Project Management Professional.

- **Kwaku Okae Okoh**

Kwaku is the Managing Director of Pasico Ghana Limited (Pasico), a subsidiary of UK-based Paterson Simons & Co (Africa) Ltd that sells and services lifting equipment throughout West Africa. He has extensive manufacturing and engineering experience in Ghana and the UK. He rose through the ranks at Pasico, beginning as an Assistant Plant Sales Engineer and worked in a number of other roles before ascending to his current position. With over 22 years of experience in manufacturing and engineering, Kwaku has been instrumental in the growth of Pasico, executing projects with the government, firms and schools. He has also expanded the footprint of the firm by setting up branches and franchises. He serves on the Boards of Paterson Simons & Co (Africa) Ltd, SO Aesthetic Company Ltd, Acacia Vine Logistics, Ltd, and a number of other companies, to which he offers strategic advice and direction.

Kwaku holds a B.Eng (Hons) in Civil Engineering and a M.Eng in Engineering and Business Management from the University of Brighton, UK. He is also a member of the Chartered Institute of Marketing-Ghana and the Institute of Directors-Ghana.

- **Muina Wosornu**

Muina has several years' experience in the real estate and finance industries and has over her career developed and honed her skills in business development, marketing, branding as well as project management. She is currently the CEO of HW Realty Ltd, where she is responsible for establishing the property and facilities management arm of the firm to specifically manage commercial buildings. Prior to joining HW Realty, Muina was the Chief Marketing Officer at Capital Bank where she successfully led the marketing team in executing the bank's rebranding strategy. Prior to Capital Bank, she worked as Marketing & Leasing Director at Laurus Development Partners, a subsidiary of the London headquartered emerging private equity fund manager, Actis. In her role, she was primarily responsible for the marketing and leasing of Actis' commercial developments as well as managing stakeholder relationships. At Laurus she was responsible for the pre-construction leasing activities for One Airport Square, a premium commercial building located in Accra, and led to the leasing of 80% of 17,000 sqm gross lettable space leading to annual revenues of over \$6,000,000. Muina started her career in Real Estate at Broll Ghana Limited where she played a pivotal role in setting up Broll's Ghana office and she subsequently successfully managed the then newly built Accra Mall - a US\$45m Actis development investment from inception.

Muina holds a MBA from the University of Westminster, England and a Bachelor's Degree in Land Economy from the Kwame Nkrumah University of Science & Technology.

- **Kisseih Antonio**

Kisseih is the Managing Director of Sentinel Asset Management Limited (SAML). Prior to SAML, he was the Managing Director of EDC Investments Ltd, the Ghanaian subsidiary of Ecobank Capital's Asset Management business. He also doubled as the Anglophone West Africa Regional Head of Ecobank Capital's Securities, Wealth and Asset Management businesses where he was tasked with overseeing the management, operation and development of those businesses with the aim of meeting established strategic objectives. Kisseih also used to be the Regional Head, Business Development - Anglophone Africa for Ecobank Capital's Securities and Asset Management businesses. He was also once Head of Product Development for the Asset Management business. Prior to

joining Ecobank Capital, Kisseih had a stint in corporate banking with Barclays Bank Ghana as the Head of Public Sector where he managed a team responsible for leveraging on relationships developed to originate new business with Parastatals & Government Agencies, increase wallet share of clients and spot opportunities to cross-sell various products and services offered by the bank. As Vice-President and Portfolio Manager at Zenith Capital, in Lagos Nigeria, he managed the Zenith Equity Fund, the Zenith Balanced Fund and the Zenith Ethical Fund. As a Senior Associate and Portfolio Manager at Afrinvest also in Nigeria, he managed assets for three open ended funds, and managed the pension assets for the Nigerian National Petroleum Company as well as customized portfolios for several institutional and High Networth Individuals. He also had a stint in London with the emerging market private equity firm Actis.

Kisseih is a member of the Board of Trustees of the Board of Trustees of the Ghana Venture Capital Trust Fund.

He holds a BA (Hons) in Economics & Law from the Kwame Nkrumah University of Science and Technology and a MBA from the Owen Graduate School of Management, Vanderbilt University.

- **Yehonathan Aryetey**

Yehonathan is currently an Associate Director at Sentinel Asset Management. He was formerly Managing Director of Intrepid Investment Advisory and Asset Management Limited (Intrepid). Prior to joining Intrepid, He was a Senior Fund Manager at uniSecurities Ghana Limited where he managed assets in excess of GHc 400m spread across pension and institutional clients as well as an open-ended Unit Trust. He began his career at Databank Asset Management Services as a pension fund manager where he managed assets across various asset classes.

He holds a degree in Economics and Sociology from the University of Ghana, Legon and a MSc. (Financial Management) from The Robert Gordon University, Scotland. He also holds a certification in Financial Risk Management (FRM).

Summary Details of Directors

Name	Age	Nationality	Position	Occupation	Other Directorship
Kofi Duodou Asomaning	46	Ghanaian	Non-Executive Director	Architect	Keystone Architects
Kwaku Okae Okoh	49	Ghanaian	Non-Executive Director	Engineer	Pasico Ghana Ltd
Muina Wosornu	51	Ghanaian	Non-Executive Director	Consultant	HW Realty Ltd
Kisseih Antonio	50	Ghanaian	Non-Executive Director	Investment Manager	Sentinel Asset Management Ltd
Yehonatan Ayertey	36	Ghanaian	Non-Executive Director	Investment Banker	Elimmas Health Limited

6.2 The Investment Committee

The Investment Committee will review the strategic medium to long-term approach as it relates to the projected return on investment of the funds and assets of the REIT, with particular reference to its projected performance, level of investment risk and scope of the investment portfolio. The Investment Committee shall also annually review the Investment Guidelines in order to align the Fund's investment strategy with the prevailing economic, social, political and global environment. This is also necessary to continuously ensure that the REIT remains a vibrant and relevant investment asset to shareholders and prospective investors. The Committee will also discuss any problems or reservations arising from the portfolio manager's work and any other matters that the portfolio manager may wish to bring to the attention of the Committee.

The Investment Committee's responsibilities include;

- Setting appropriate policies, reviewing, and assessing processes and controls, which would guide investment proposals by the REIT Manager.
- Overseeing the performance of the REIT Manager and reviewing the investment options of the REIT
- Reviewing the investment management / performance report of the REIT Manager, objectively assessing significant changes and /or deviation from reasonable investment return levels of the REIT portfolio and if deemed necessary, take action to sell any of the REIT's properties or acquire new ones that will accelerate the achievement of the REIT objectives;

- Analysing the impact of external, economic, political and global factors on the REIT portfolio and taking steps beneficial to the REIT.
- Continuously re-evaluating the investment strategy with particular focus on inherent risk in order to protect the REIT against losses.
- Considering and making recommendations on matters pertinent to the investment of funds, the receipt of income, incurring of expenses and the management of the REIT.
- Receiving during the course of the quarter, reports on matters that may impact on the REIT and the assets contained within the investment portfolio.

The Investment Committee constitutes of the following members:

- **Kofi Duodou Asomaning**
See profile on page 15
- **Muina Wosornu**
See profile on page 16
- **Kisseih Antonio**
See profile on page 16
- **Yehonathan Aryetey**
See profile on page 16
- **William Bobie**

William is the Portfolio Manager of the REIT and is currently leading the optimization of the Volta River Authority Real Estate portfolio.

He also sits as one of the 3 independent members of the Investment Committee of the \$200m UPDC Real Estate Investment Trust, Nigeria. He is a Chartered Surveyor with over 20 years' experience in real estate investment management and development of large-scale commercial projects. He is currently an ardent champion for the creation of real estate funds in West Africa to complement existing asset classes such as equities and fixed income products.

William commenced his commercial real estate investment management career in Royal & Sun Alliance Property Investment Ltd in the UK as an asset manager responsible for portfolio strategy and management of a £200m unitised pension fund. He then joined ISIS Asset Management Plc (now F&C) and continued in his role as portfolio manager responsible for a sector portfolio of industrial and distribution warehouses spread across the UK with a portfolio value of £500m. William later joined AXA Real Estate Investment Managers as a portfolio manager to assist with the growth of a unitised life fund. William was instrumental in the growth of the life fund from £298m to £1.4b over a four year period. His responsibilities included deal origination and execution, active asset management of the standing investment, development, asset and portfolio strategy and undertaking of presentations to investors.

He gained a significant exposure doing deals across the traditional real estate sectors to include offices, high street retail, retail warehouses, industrial and distribution warehouses across the UK. He also executed many transactions in the non-traditional sectors such as hotels, leisure facilities, car motor showrooms and petrol filling stations. His experience doing these deals included negotiating and structuring development funding and joint venture agreements, undertaking direct developments, sale and lease backs transactions and negotiating complex real estate contracts on behalf of the fund. William subsequently joined the Honeywell Group Nigeria as the Chief Executive Officer of their real estate business (Uruga Real Estate). At Uruga, William restructured the real estate business and was instrumental in the completion of the 5 Star Radisson Blu Anchorage Hotel in Lagos and initiated and completed Honeywell Group Nigeria's head office in Ikoyi, Lagos. He also completed many land transactions and initiated development projects in Abuja and Lagos.

William holds a BSc (Hons) degree in Land Economy from the Kwame Nkrumah University of Science and Technology, Ghana a MA in Property Valuation and Law from Cass Business School in the UK. He also holds a post graduate diploma in property investment from the College of Estate Management, Reading, in the UK. William is a chartered surveyor and a member of the Royal Institute of Chartered Surveyors in the United Kingdom.

The REIT Manager

Sentinel Asset Management Limited is an investment advisory and asset management firm incorporated under the laws of Ghana with registration number CS057182017 dated 27th July 2020. The Manager has been set up to provide financial advisory and asset management services to meet the financial and investment needs of institutional and retail clients. The Manager is licensed and regulated by the Securities and Exchange Commission of Ghana, and also registered by the National Pensions Regulatory Authority as a Pension Fund Manager. The Manager has issued share capital of GH¢ 5,000,000 which has been fully paid for.

The Manager will have substantial discretion with respect to the selection of specific investments and the purchase and sale of liquid assets, subject to the approval of the Investment Committee. The Investment Committee will review the investment policies at least quarterly to determine whether the investment policies continue to be in the best interests of Shareholders.

The Directors of the Manager are as follows:

- **John Gadzi (Chairman)**

John is currently the Managing Director of Sentinel Global Advisers Ghana and is responsible for the firm's corporate finance and private equity activities in Africa, which includes fund raising, M&A, financial advisory and principal investing. He was formerly a Managing Partner at IC Securities Holding, a pan-African investment bank and prior to IC Securities was a Vice-President in Investment Banking at Goldman, Sachs & Co., in New York, with primary responsibility in the Industrials Group. John also served as Manager at Lucent Technologies, focusing on corporate strategy and business development and began his career as an Investment Banking Analyst in the Banks and Financial Institutions Group at Citigroup and Salomon Smith Barney, Inc. John graduated with a Bachelors degree (Magna Cum Laude) in Finance from the

University of Maryland, and holds a MBA (Finance Major) from the Wharton School, University of Pennsylvania.

- **Kisseih Antonio (Managing Director)**
See profile on page 16
- **Elikem Kuenyehia (Non-Executive Director)**

Elikem is a Barrister and Solicitor of the Supreme court of Ghana and Chairman of Keystone Solicitors, a corporate and commercial law firm located in Accra.

He was previously the Chairman of ENSafrica Ghana which is the Ghana subsidiary of the Africa's largest law firm ENSafrica. He has specialisation in a number of areas of law, including banking and corporate finance, employment, M&A, oil and gas, corporate commercial, and corporate governance. He has advised local and international clients in a number of industries, including the petroleum, telecommunications, insurance, and food and beverage industries. Elikem's experience includes advising clients on various aspects of business mergers and acquisitions, as well as negotiating and drafting commercial finance agreements in a range of industries. He is the author of Kuenyehia on Entrepreneurship, the first Ghanaian textbook on entrepreneurship. In 2012, Elikem was named by Forbes and CNBC as "West Africa Young Business Leader of the Year" and named one of Africa's next generation leaders by the African Leadership Network. In 2010, he was named a "Young Global Leader" by the World Economic Forum, as well as one of "Africa's 40 under 40 Achievers" by The Network Journal. He also received the Millennium Excellence Awards' Young Professional of the Year Award in 2006.

Elikem holds BA and MA degrees in Jurisprudence from the University of Oxford and a MBA from the Kellogg School of Management, Northwestern University.

- **Gary Lewis (Non-Executive Director)**

Gary is founder of SG Financial Group based in London. He is an emerging markets specialist with over 20 years' experience as a financial professional, including 12 years in the investment banking field. Gary has executed over 100 financing transactions totaling in excess of \$30 billion, \$20 billion of which was in emerging markets. He was previously an Executive Director at Nomura where he managed the origination and execution of financing transactions across Southern Europe and CEEMEA. As an Executive Director in the Investment Banking Division at Goldman Sachs, London, Gary managed several emerging market financing transactions. His clients have ranged from governments and governmental agencies to financial institutions and large corporate organizations. Prior to joining Goldman Sachs, he held several management, finance and operational roles at British Petroleum.

Gary holds a Bachelor of Science in Chemical Engineering from Louisiana State University and a Master of Business Administration from the Wharton School of University of Pennsylvania.

- **Leslie Nelson**

Leslie is the founder of Nelstree Consulting, an Africa focused Finance and Advisory business focused on guiding Clients doing business in Africa (International and Regional) in the Infrastructure and Finance sectors.

Prior to the establishment of his own firm, Leslie was the Managing Director of Africa for New Fortress Energy (NFE) – subsidiary of the Fortress Investment Group. In this role, Leslie led all areas of the Business in Africa including deal origination and investments and was also part of the NFE leadership team that successfully took the company public in a \$3 Billion IPO on the NASDAQ. Prior to joining NFE, Leslie was the CEO for General Electric's (GE) \$800M USD Africa Power Business as well as the Dual Country CEO for GE in Ghana leading its Oil and Gas, Power, Aircraft Leasing, Healthcare, Finance and Transportation business platforms. He also held roles with GE Corporate Africa and GE Capital where he was a Vice President in the Global Sponsor Finance Group in New York.

Leslie started his career with US investment bank Merrill Lynch and also worked for UBS Financial Services, and Global Satellite Telecoms company SES, HQ in Princeton, NJ. He sits on the Board of a Technology Manufacturing Company in Calabar, Nigeria, is an Advisor to a US Sovereign Debt Advisory Firm for Africa based in the US and is the co-founder of a Real Estate investment company. He is a former Board Member of Baker Hughes Ghana and Vice President of the Ghana US Chamber of Commerce. He also served as an Advisory Board member for the China Africa Business School, Ashesi University and The University of Ghana Business School

Leslie holds a BA in History and English (Hons) from the University of Ghana, a MBA in Finance and Global Business from the School of Business, New York University. He also holds a Certificate in Asset Management from the School of Continuing Education, New York University.

- **William Bobbie**

See profile on page 18

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Ghana's Commercial Real Estate Industry

The Ghanaian real estate industry is very vibrant as compared to other countries in the West Africa sub-region. This can be attributed to several factors including urbanisation, market buoyancy, macroeconomic stability, development of the financial sector as well as improved regulatory and legal frameworks that have led to a rising demand for various types of properties. However, factors such as the chronic depreciation of the Ghana Cedi against the major foreign currencies and expensive mortgages have hindered the smooth market development of the sector.

The industry though still maturing, already has a significant number of institutions providing various services relating to real estate, including financing, appraisals, and management. The market has proven to be vibrant and fast growing, mostly due to the significant economic growth that the country experienced within the last two decades. Ghana's economy has benefited from over 20 years of steady growth, strengthened by a stable political and democratic system, a competitive business environment and growing levels of local and foreign direct investments. This has led to increased income levels which has accounted for the sustained increase in investments in the economy.

The commercial segment of Ghana's real estate is dominated by private companies, which control over 90% of property holdings. Although statistics are not readily available, industry experts suggest that a huge potential exists in the commercial segment which spans a spectrum of investment types – malls, offices, industrial facilities and warehousing. Prime office space and malls have been popular with institutional investors due to relatively high income yields and lower risk of long-term vacancy and subsequent income voids.

Market research into the overall appetite or demand for space within Accra has indicated that office space demand is being driven by several factors which include the need for space within a certain node, an efficient building with reasonable operating costs and the availability of adequate parking space.

Rentals in the commercial market segment are generally always quoted as net amounts as operating cost charges are levied on each

tenant in addition to the net area rentals. Operating costs or service charge recoveries differ across property types depending on the maintenance needs and respective operating costs and are generally reviewed annually to allow for inflation or other cost escalations.

9.1 Overview of the Commercial Real Estate sub-sectors

9.1.1 Offices

Office buildings in Ghana are classified either as Grade A, Grade B or Grade C. Grade A buildings are usually high rises with high quality smart facilities and are located in prime locations. They are mostly new or have undergone redevelopment and are usually occupied by large firms and multinational companies who have steady revenue flows. Grade B buildings are usually between 10 and 20 years old, have standard finishes with necessary amenities, have been previously occupied and not up to the level of quality of a Grade A office. Grade C buildings are those that have been in existence for over 20 years, and they usually lack essential amenities. Monthly Grade A office rents average between \$22.00 and \$28.00 / sqm while Grade B rentals are between \$15.00 and \$20.00 / sqm (without service charge). The office market in Ghana is largely concentrated in Accra's Airport City as well as its Central Business District. Several Grade A office developments have been completed in the last decade and occupancy rates averaged 73% between 2018 and 2020. The onset of the Covid-19 pandemic has led to a softening in demand of Grade A office buildings, and this has adversely impacted demand and led to a reduction in rents paid. On the other hand, Grade B occupancy rates which started gradually declining in 2018 has seen that decline steepened with the onset of the Covid pandemic in 2020.

As a result of the pandemic, remote working which has over the last two years become a big part of the work environment has led to smaller office requirements from tenants. Demand which had softened due to the covid pandemic has rebounded and rental rates have hit a floor as they become supported by reduced supply as limited new projects come online.

This will form a flight to quality for the best assets (from B-grade to A-grade nodes and from B-grade to A-grade assets) Smaller tenants will seek to use serviced offices where possible and office building locations will remain critical – best assets with best services in the strong locations will outperform. There is expected to be a flight to quality to prime assets in the best locations over B-grade options. Over the long-term Ghana's broader macro-economic drivers (GDP growth, population growth, urbanisation) will drive longer term demand for office space.

9.1.2 The Retail Sector

The retail sector has been the most invested real estate asset segment over the last 15 years and has led to a significant development in the growth of retail malls which hitherto were non-existent. Ghana's retail sector remains relatively under-developed with most shopping being done at traditional shops. The formalization of the sector will be a key trend underlying the sector's expansion in the coming years. Modern shopping malls which are thus relatively new initially struggled as majority of local consumers are price sensitive and the modern mall format were largely perceived as being expensive.

Even though the vast majority of retail transactions in Ghana are carried out by informal vendors, there has been an increase footfall to malls over the years as a result of the emerging middle class's aspiration for a modern retail experience. This current market presents an opportunity to acquire assets at attractive valuations. The modern retail sector has mainly been restricted to Accra with some recent activity in Kumasi. Again, Ghana's wholesale and retail industry remains a lucrative investment opportunity on the back of a rising population and an increasing rate of urbanization. The first modern malls were the A&C Square malls (10,000m²) and the Accra Mall (22,900m²). The consequent success of these projects due to the growing middle class led to further developments such as the West Hills Mall (27,000m²), Achimota Mall (13,000m²), Oxford Street Mall (6,230m²), Kumasi City Mall (27,000m²), Junction Mall (11,597m²) and Marina Mall (3,250m²). The initial retail landscape was dominated by South African retailers mainly Shoprite and Game who have been anchor tenants for several of the malls developed each occupying anything from 10 to 25% of the Gross Lettable Area of these malls and signing up for 10-year leases with the option to renew for four further Formal retail space is still in short supply on the back of increased latent demand from consumers which has been

boosted over the past decade by stronger levels of economic growth, albeit slower in recent years and a result of the covid-19 pandemic. However, the retail sector remains an attractive space to invest over the longer-term though informal retail channels will continue to dominate. The share of modern retail is however expected to continue increasing over the coming years driven by the development of a number of modern shopping centres. The long-term potential for the sector will be driven by a growing middle class as well as a pick-up in e-commerce. This can already be witnessed as statistics show that as of January there were around sixteen million active internet users which represent about 51% of Ghana's population.

9.1.3 The Industrial Sector

The industrial sub-sector of real estate is a relatively small sector with limited A-grade assets for occupiers to rent. The industrial/logistics market has largely been driven by owner occupiers in poor quality asset infrastructure, technology and skill shortages which have historically hampered the sector Even though the situation is currently improving, businesses will continue building assets to meet their own industrial/logistics requirements until high-quality third-party developers and landlords emerge. This sector is typically characterized by long leases, and for owners looking for liquidity, the potential opportunity for sale-leaseback transactions.

Growth in online retail will drive distribution logistics while the formalization of retail will also drive the increased need for logistics capabilities. New entrants are creating or looking to create logistics parks in Ghana which could become new industrial hubs, with agricultural and manufacturing growth expecting to drive demand for better distribution and logistics infrastructure.

Agility, a Kuwaiti headquartered company has for instance developed a 165,000m² facility offering a regional distribution platform along with storage, assembly and processing space for local and international companies. The Agility Logistics Park is located in the Tema Free Trade Zone and it features bonded warehousing and open yards, along with laydown space and warehousing for oil & gas companies. The Dawa Industrial Zone, as well as the Appolonia Industrial Parks, are both being developed as purposefully designed industrial enclaves intended to host a wide range of light and heavy industries across various sectors including agroprocessing, garments and textiles, logistics, materials and metal fabrication sectors.

9.1.4 Purpose Built Student Accommodation

There is an increasing demand for tertiary education in Ghana and an incommensurate supply of on-campus Purpose Built Student Accommodation (PBSA). To help address the problem of the shortage of accommodation for students in tertiary institutions, the Ghana Hostels Limited (GHL), was established in 1999 as one of the investee companies of Social Security and National Insurance Trust (SSNIT) to provide decent hostel accommodation to the growing tertiary student population in Ghana. In January 2012, the Board of Trustees of SSNIT, the sole shareholder, successfully converted GHL into a Hostel Management Company to manage its hostels across the country.

GHL has branches in the campuses of the various public universities: the University of Ghana-Legon campus, popularly known as Pentagon; Kwame Nkrumah University of Science & Technology-Kumasi; University of Cape Coast; University of Education, Winneba; University for Development Studies-Nyankpala and Navrongo. The total rooms in all the facilities currently stand at 1,620 with over 4,500 beds.

The developments by GHL so far have not done much to solve the perennial problem of the lack of student accommodation in the tertiary institutions. Currently, only about 10-20% of those offered admission in the country's public universities get accommodation slots. The introduction of the Free Senior High School policy is also going to increase university enrollment and further increase pressure on the existing accommodation. There is thus a significant demand for suitable university accommodation across Ghana. Aside the lack of accommodation facilities for students, there are several other challenges currently plaguing the education sector in Ghana including paucity of funding by universities for student housing as well as the poor state of on-campus student hostels amongst others. These provide a window of opportunity for investors in the student accommodation rental market.

The student accommodation sector is thus an attractive yielding opportunity with strong supply and demand dynamics. Given that it usually takes 4 years to complete a bachelor's degree, there is a high likelihood of students being tenants for any PBSA for the entire period of their studies. Student accommodation also tends to be recession-proof. When fewer jobs are available, students are more likely to recourse to further studies. Hence, student accommodation tends to provide a greater certainty of income for the buy-to-let

investor and as such, provides insulation against recession. There is also potential to convert student rooms into hotel/ Airbnb accommodation during breaks to prevent idle capacity. There are a number of investors who have lined up to tap into PBSA through joint ventures with the various universities or through Build-Operate-and Transfer (BOT) arrangements as longer term, dynamics will continue to be favourable.

9.1.5 The Hospitality Sector

While the service industry is set to continue to lead the Ghanaian economy, the number of hotels in the country is expected to grow as well to profit from growing foreign investment and an influx of foreign travelers. The implementation of the Africa Continental Free Trade Area (AFCTA) which has its secretariat based in Accra is expected to provide the opportunity for many African to travel across borders especially for meetings, conferences, exhibitions and events as businesses seek to attract regional partnerships and investments. Not only will the free movement of people boost foreign travel, but there will also be a rise in bleisure, the combination of business and leisure travel.

As a result of the Covid-19 pandemic, the Government of Ghana towards the end of March 2020 restricted visitors entering the country by air, land or sea as a response to the pandemic and this had an adverse impact on the tourism and hospitality sectors given their heavy reliance on international visitors. Before the impact of the pandemic, the sector had seen an increase in international visitors as a result of the 2019 Year of Return Campaign which marked 400 years of slavery. The campaign resulted in a growth of international arrivals from the Americas, Great Britain, the Caribbean and other key target countries causing total arrivals to increase by 45% from the previous year. Estimated average spend also increased from US\$1,862 in 2017 to US\$2,589 in 2019. Prior to the Covid-19 pandemic, Ghana had continuously experienced year on year increases in the number of business travelers to the country as successive governments had embarked on a number of initiatives to stimulate economic growth. The government has also made improvements to transportation infrastructure with the construction of a third terminal at Accra's Kotoka International Airport and the repair of roads to popular tourist destinations. Over 2.1 million passengers went through airports in Ghana in 2019, a 7% increase over what was recorded in 2018.

As a result of the pandemic passenger numbers slumped to 702,651 in 2020 and as of the third quarter of 2021, 859,476 passengers had gone through the country's airports. This adversely affected business and tourism travel with hotels in secondary cities being more impacted. Although the pandemic put a strain on the hospitality industry, there is lot of optimism going forward as the industry is banking on a large influx of travel due to the gradual return to normalcy. Passenger numbers are set to increase significantly this year and the terminal three building at KIA which was opened in the months prior to the pandemic being able to handle 5 million passengers a year.

Similarly, hotel construction in Ghana received a boost following the discovery of the Jubilee oil field in 2007. This resulted in a rush of investment and business travelers in the years that followed. This combined with the country's relative economic stability saw a number of international hotel chains gradually establish themselves over the years. These include the 260-room Movenpick, the 168-room Holiday Inn, the 238-room Golden Tulip and the 190-room Best Western Premier. Among the most recent additions are the 269-room Kempinski branded Gold Coast City hotel, the 208-room Marriott Hotel, and the 192-room Ibis Styles Accra Airport which is part of the French hotel group Accor. A further number of global hotel chains expected to open in the near future include the Raddison Blue Accra Airport Hotel and the Pullman Accra Airport City Hotel.

Initial Asset Of The REIT – One Airport Square

10.1 Location and Description

The One Airport Square (“OAS”) is a 17,000 square metres, 10-storey iconic Grade A Office development located in the growing commercial hub of Airport City in Accra. The building occupies a very prominent position towards the south of the Airport City precinct and is located approximately 1 kilometre south of the Kotoka International Airport Terminal 3 building with access from a feeder road linked to the Airport By-Pass Road. OAS is situated roughly 6km north of the Accra Central Business District and has good access to main highways, upmarket residential areas and the Accra Mall which is about 4km to the North. It is surrounded by prominent landmarks such as the Marina Shopping Centre, Marriot Hotel and the Accra Polo Grounds. The building was constructed between 2012 and 2014 and was officially opened at the end of 2014.

OAS is a mixed-use development which comprises street front retail outlets at ground floor level, a mezzanine office level and eight floors of prime office space above the mezzanine level. The design of the building includes a spectacular atrium with a high ceiling, a ground floor lobby and a landscaped public piazza with cafes, restaurants, a gym, shops and other services for office occupiers and the general public. The building also offers two levels of basement parking facility for tenants, four standby generators (800 kv each), energy saving lights which are motion censored, two large male and female washrooms on each floor, three passenger lifts and one goods lift.

OAS is the first building in Ghana to have been awarded the 4-Stars (Design Stage) by the Green Building Council of South Africa. The building offers 16,770 square metres of lettable space in an integrated design that balances architectural and engineering considerations to reduce energy consumption and optimize the use of natural light. The building was designed based on a detailed analysis as well as the topographical and optimal orientation of the site with the objective of it becoming a point of reference and example for the new generation of office buildings in West Africa.

10.2 External and Surrounding Works

OAS’s aesthetic elements and architectural design have been inspired by traditional local art and from the bark of palm trees typical of that area. The building envelope is the key element that demonstrates the integration between form, structure, and environmental strategies. The building which is compact in form contains within it a large hall that provides lighting and natural ventilation of the interiors. A further defining element consists in the reinforced concrete structure, the inclined piers, which confer great rigidity upon the building and the overhangs while also featuring as a decorative motif for the front.

Surrounding works comprise of brick interlocked paving circulation. The building also features a booming security controlled vehicular and pedestrian access as well as a paid public parking. Basement parking is provided on two levels under the main structure.

10.3 Internal Works

Internally, the building offers prime grade office spaces with featuring elevators and a service shaft. The offices are all fully air conditioned and are each fitted out to tenant’s specifications. They are all of similar highquality finishes with plastered and painted walling and either ceramic tiled or carpeted flooring. The offices also come with air ducts and suspended ceilings with recessed fluorescent and low power down lighting. All floors can be accessed from the main reception lobby area. Each floor has a kitchen and restroom facilities along with several open patio and veranda areas.

10.4 Rentable Areas

Description	Level	Area (M ²)
Retail Areas (Inc. Banking Hall & Outside Seating)	Ground Floor	1,426
Stores & Terraces	Various	78
Office Areas	First - Eight Floor	13,364
Mezzanine Offices	Mezzanine	1,238
Circulation Space (Currently not lettable)	Mezzanine First - Eighth Floor	540
Total Rentable Area:		16,646
Basement Parking	2 Levels	250 Bays
Open Parking	Ground Floor	25 Bays
Total Parking Areas:		275 Bays

10.5 Legal Interest & Title Conditions

Boston Investment Limited, a Mauritius based company, owns the leasehold title to OAS. The details of title are as follows:

Property Description	Registry Details	Lease Term	Lease Commencement	Land Certificate No.	Area (M ²)
Parcel No. 10, Block 1, Section 087 - Airport, Greater Accra (Also known as Plot 21 Airport City Land)	Map No. 002/087/1992	45 years + 15 year renewal	24/11/2004	GA. 36136/ Vol 42/ Folio 22	5,700m ² (1.41 Acres)

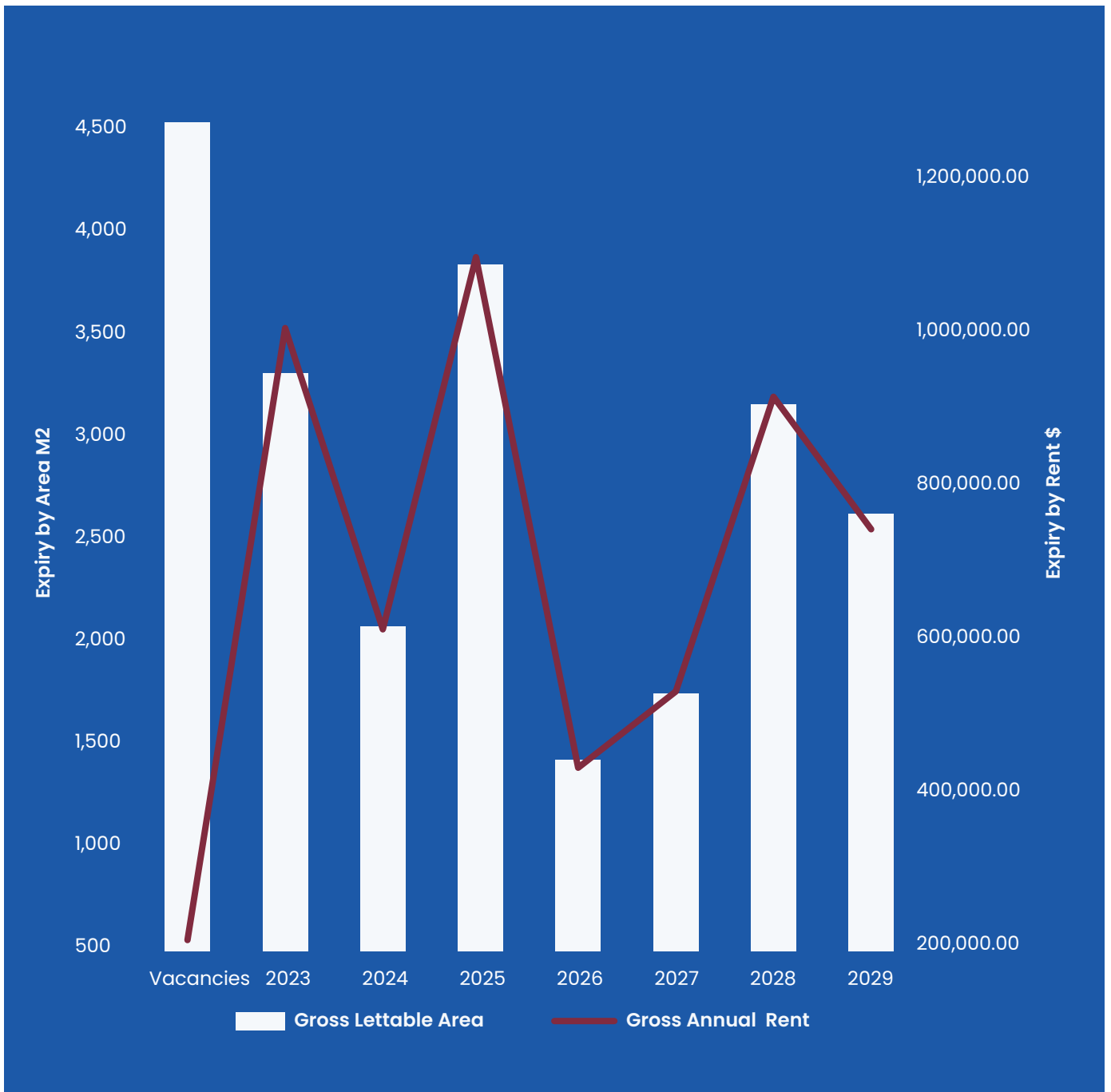
10.6 Tenancy Profile

OAS's occupancy rate as at 30th May 2023 was 75% and the weighted annual average rent per square was \$24.7 The property is multi-tenanted with tenants from different sectors. The top 5 tenants of the building (by GLA) are as follows:

Tenants	Area (M ²) Occupied	Percentage (%)
Horizon Offices	1,535	9.5
Edenwide Ghana	1,179	7.3
Puma Energy	661	4.1
Fitness First Gym	657	4.1
Technip FMC	567	3.5

10.7 Tenancy Lease Expiry Profile

Below is a schedule of OAS's lease expirations for the next 6 years.



10.8 Valuation Summary

The valuation, completed by, Property World Consult Limited, was conducted on an investment approach, using the discounted cash flow methodology. The valuer applied a capitalization yield of 8.5% and a discount rate of 13.375%. The investment approach forecasted the present values of all incomes over the next 5 years period and the holding period value to give a market value of USD 48.7m. The valuation report is available for inspection.

Risk Factors And Special Considerations

11.1 Market Risk

This is the risk that prevailing market forces of demand and supply may negatively impact the REIT's underlying asset values and its ability to attain projected performance based on declining rental income and therefore result in reduced distributions to investors.

Over-supply and/or softening demand for real estate as a function of general economic conditions, will impact property values and rental income, as demand and supply imbalance will have a negative impact on real estate prices. Consequently, reduced occupancy and declining rental values will affect the REIT's operating performance, portfolio valuation and ultimately its capacity to distribute returns to investors.

Mitigants: With the expertise and track record of the REIT portfolio manager, the REIT Board and members of the Investment Committee. We expect that adverse changes in market conditions will be effectively managed to ensure minimal impact on the operations and value of the REIT.

11.2 Concentration Risk

This is the risk that rents falling on the same dates could lead to mass vacancy or if all anchor tenants vacated at the same time any particular property.

Mitigants: Rentals will be staggered so that rents do not fall due on the same date to forestall vacancies occurring at the same time.

The REIT Manager will ensure that any Property Managers engaged will be abreast of lease terms and proactive such that new tenants are secured preferably for longer lease periods before existing tenants leave or vacate a property. Lease exit notification period of about six months will be considered for insertion in lease agreements where applicable.

11.3 Performance Risk

The performance of the REIT is directly dependent on the decision-making abilities of the REIT Manager regarding asset selection and pricing.

Mitigants: The REIT Board and Investment Committee which oversee the activities of the

REIT Manager is made up of seasoned professionals with in-depth knowledge and experience in the business of investments and real estate in Ghana and globally.

11.4 Structural Risk

From time to time the buildings that the REIT would invest in may be in need of significant structural repairs. Whilst it is anticipated that the costs of such structural repairs should not be significant, there is a potential reduction in income from high levels of structural repair costs.

Mitigants: The REIT Manager will engage experts to conduct an initial evaluation of properties to be purchased for any structural defects. Also, from time to time an evaluation of the assets would be carried out and repairs made as necessary to forestall significant damage to the properties.

11.5 Property Vacancy Risk

While the REIT Manager will ensure that there are strategies employed that will ensure that properties attain a minimum 80% occupancy, there exists the risk that the tenancy rate may fall short of this threshold.

Mitigants: The REIT Manager will stay up to date on tenancy expiry periods and take proactive steps towards securing new tenants in the event existing tenants decide to vacate their shops.

11.6 Property Risk

Properties could be affected by hazardous occurrences such as fire, flood, etc.

Mitigants: The properties will be adequately insured against such risks.

11.7 Interest Risk

The REIT may acquire debt capital as financing options for the REIT's operations. The adverse movement in interest rate can impact the debt component of the REIT and the REIT's performance.

Mitigants: The REIT Manager will strategically minimise the REIT's debt exposure and also structure debt terms for less interest rate impact.

11.8 Investment in Illiquid Security Risk

The underlying assets of the REITs may not be easily sold or converted to cash without a substantial loss in value.

Mitigants: The REIT Manager will strategically invest in assets that are of high value with potential to generate great returns. Additionally, REIT shares are freely transferrable and the listing of the REIT on the GSE will provide liquidity for shareholders.

11.9 Exposure to Currency Risk

The REIT's performance may be affected by the fluctuations in the exchange rates between the currencies of the underlying assets and the base currency the REIT is valued on.

Mitigants: The REIT Manager will actively manage currency exposures, preferring to assess currency risk as one of the factors when assessing potential assets.

11.10 Cash-Flow/ Liquidity Problem

The REIT's performance may be affected by delays or default of the rental incomes of tenants. Additionally, a reduction in rental income may occur if tenancy agreements of the underlying properties are renewed at a lower rental rate than the previous agreement or if occupancies fall. This may affect the payment of dividends to shareholders.

Mitigants: The REIT Manager will ensure that rents are paid on time by actively engaging tenants to make timely payments. The REIT Manager together with the Property Manager will implement strategies such as inflow management, vacancy management, cost optimisation management and leasing strategy. The leasing strategy may include procuring payment upfront and contractual lock-ins of rental rates and other clauses in tenancy agreements. Additionally, undistributed rental income accrued from the previous years could serve as cash reserves to make up for delays in rental income.

General And Additional Information

12.1 Publication of Reports

The annual and half-year accounts and reports will be published before the expiry of four months and two months respectively after the end of the accounting period for a full and half-year. Annual and half-yearly accounts and reports will be mailed to shareholders at their registered addresses.

12.2 Inspection of Constitution and Reports of the REIT

Copies of the constitution of the scheme, any amending instrument to the constitution and the recent annual and half-yearly reports may be inspected and obtained from the REIT Manager's Head office which is:

Sentinel Asset Management
13 Alema Avenue
Airport Residential Area
Accra

12.3 Complaints Procedure

- The Manager shall maintain a register into which shall be recorded every complaint received, the date on which the complaint was received, and the details of it.
- The Manager shall investigate or cause the investigation of all complaints received in an expeditious manner.
- If, for any reason, the complaint is not settled to the satisfaction of the complainant within three months after its receipt by the Manager, the Manager shall give notice to the Commission of the details of the complaint, the action taken in response to it and inform the complainant that the Commission has been notified and provide the date of the notice.
- After receipt of the notice, the Commission shall investigate the complaint and provide the complainant with such redress as is provided under the Law.

12.4 Anti-money Laundering Measures

- The Manager shall strictly adhere and comply with the AML/CFT laws and guidelines in Ghana as well as international standards established by the Financial Action Task Force (FATF) and the InterGovernmental Action Group Against Money Laundering in West Africa (GIABA).

- Comprehensive Customer Due Diligence procedures shall be adopted during the initial onboarding of Shareholders to reasonably establish the beneficial ownership and sources of funds.
- The Manager shall conduct comprehensive due diligence on all assets to be included in the REIT and shall reasonably establish their legitimacy before investing in them.
- The Manager shall promptly investigate and report any suspicious activities or transactions to the Financial Intelligence Center

12.5 Benefits of investing in the REIT

Investment in shares of the REIT potentially offers several benefits. Many investors, particularly individuals, lack the information or capability to invest in a variety of income earning securities. The REIT could significantly address this by changing the characteristics of the investor's portfolio in terms of risk diversification, liquidity and returns.

12.6 Material Contracts

The contracts entered into by the REIT which is considered material for the purpose of this issue is the agreements with the Custodian and the Manager all dated 27th October 2022.

12.7 Relationship between Directors

There is no family relationship between the directors of the REIT.

12.8 Shareholding Structure of Sponsor

As at 30th September, 2022, the 1,000 issued ordinary shares of GH¢ 1.0 each in the share capital of the Sentinel Commercial Real Estate Investment Trust were beneficially held as follows:

Name of Shareholder	Number of Shares	Percentage (%)
John Gadzi	500	50.0
Kisseih Antonio	500	50.0
Total	1,000	100

Except as stated above, no other shareholder held more than 5% of the issued share capital of the REIT.

12.9 Consent

The following have given and not withdrawn their written consent to the mention of their names in the form and context in which they appear in this Prospectus.

- Broll Property Ghana
- Property World Consult Limited
- Keystone Solicitors
- Resolute Consult
- Sentinel Asset Management Limited
- Sentinel Global Advisors
- Standard Chartered Bank (Ghana) Plc
- TAL Consult Limited

12.10 Issue Costs

All the expenses related to the making of this offer for subscription, including fees payable to the regulatory authorities, shall be paid from the assets of the REIT.

12.11 Meetings, attendance and voting

- The shareholders shall meet for the transaction of business at such times and places as the Board of Directors of the REIT and the Manager may determine except that the REIT shall hold such meetings at least once a year. Notices of all meetings will be published in a widely circulated print media or online at least twenty-one (21) days prior to the meeting. Notices will be sent to registered shareholders by post or electronically at least twenty-one (21) days prior to the meeting using their addresses or email address in the register of share-

holders. The REIT Manager, Auditor and Custodian shall prepare or cause to prepare in accordance with the Securities Industry (REITS) Guidelines 2019, a report referred to as "Shareholders' Report" in respect of each annual and half-yearly accounting period in order to facilitate the review of the performance of the REIT by shareholders.

- During such meeting, on a show of hand, each member and each proxy lawfully present at the meeting shall have one vote, and on a poll, each member present in person or by proxy shall have one vote for each share held by him. The shares confer a Shareholder participation in the returns on any assets of the REIT and right to receive notices to attend and vote at any general meeting of the REIT.
- Each shareholder is entitled to only one copy of the Shareholders report. Shareholders' communications will be mailed to each identified shareholder regardless of the number of accounts such shareholder has.

12.12 Documents for Inspection

Copies of the following documents may be inspected at the offices of the REIT:

- REIT Particulars/Prospectus
- Certificate of Incorporation of the REIT
- Custody Agreement
- The REIT Manager's agreement

