



Industrial Multi Property Trust PLC

★
YOUR VOTE MATTERS
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Unanimous Recommendation of the Independent Directors to
VOTE AGAINST THE REQUISITIONED RESOLUTIONS

Expected Timetable of Principal Events

Latest time and date for receipt of completed Forms of Proxy for use at the Extraordinary General Meeting	11.00 a.m. on 17 January 2017
Extraordinary General Meeting	11.00 a.m. on 19 January 2017
Announcement of results of the Extraordinary General Meeting	19 January 2017

Each of the times and dates in the expected timetable of principal events may be extended or brought forward without notice. If any of the above times and/or dates change, the revised time(s) and/or date(s) will be notified to Shareholders by an announcement through an RIS. All references are to London time unless otherwise stated.

FURTHER INFORMATION

If you require assistance or have any questions about procedures for voting, please contact Boudicca Proxy Consultants, the Proxy Adviser to Industrial Multi Property Trust, on:

- UK Freephone: 0330 8080 696
- Rest of the world: +44 (0) 20 7099 2075

The helpline is open between 9.00 a.m. and 5.30 p.m. (London time) Monday to Friday. Alternatively, you may e-mail your enquiries to info@boudiccaproxy.com. Please note that the helpline cannot provide any financial, legal or tax advice or advice on the merits of the proposed resolutions.

Boudicca Proxy Consultants ("Boudicca") is the official Proxy Adviser to Industrial Multi Property Trust. Should you receive any calls or correspondence in relation to voting at the forthcoming Extraordinary General Meeting from anyone other than Boudicca or a Company Director, please contact the Shareholder helpline on the numbers above immediately.

Terms used and not defined in this document bear the same meaning given to them in the Circular dated 1 December 2016.

Letter from the Chairman

Industrial Multi Property Trust PLC

(A closed-ended investment company incorporated in the Isle of Man with registered number 106038C)

Directors:

Jonathan Clague (*Chairman*)
Geoffrey Black
Donald Lake
Philip Scales
Mark Rattigan

Registered Office:

Industrial Multi Property Trust PLC,
IOMA House, Hope Street, Douglas,
Isle of Man IM1 1AP

5 January 2017

Dear Shareholder

Unanimous Recommendation of the Independent Directors to

VOTE **AGAINST** THE REQUISITIONED RESOLUTIONS

VOTE **FOR** THE INDEPENDENT DIRECTORS' RESOLUTION

I wrote to you on 1 December 2016 following receipt of a notice from Alpha Real Trust requisitioning an extraordinary general meeting of the Company. The EGM is being held at the offices of FIM Capital Limited, IOMA House, Hope Street, Douglas, Isle of Man, IM1 1AP on 19 January 2017 at 11.00 a.m.

I am writing to you again to remind you that **YOUR VOTE IS IMPORTANT**.

The Independent Directors believe that the proposals put forward by Alpha Real Trust are not in the best interests of the Company and Shareholders as a whole and unanimously recommend that you vote **AGAINST the Requisitioned Resolutions (Resolutions 1 & 2).**

The Independent Directors believe that having the flexibility to sell the portfolio is in the best interests of the Company and Shareholders as a whole and unanimously recommend that you vote **FOR the Independent Directors' Resolution (Resolution 3).**

Whether or not you intend to be present at the EGM, the Independent Directors would like to see as many Shareholders as possible voting at the EGM since:

- if the Requisitioned Resolutions (Resolutions 1 & 2) are passed this would result in half the Independent Board being removed; and
- the consequences of this event are uncertain since it is likely to result in undue influence being wielded by a dominant Shareholder against the interests of Shareholders as a whole.

If you have not already done so, please complete and return the Form of Proxy in the reply paid envelope as soon as possible.

Yours faithfully

Jonathan Clague
Chairman

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Why vote **AGAINST** the Requisitioned Resolutions?

As set out in the Circular dated 1 December 2016, Alpha Real Trust has requisitioned an EGM to consider the following two resolutions (the “Requisitioned Resolutions”):

- That Jonathan Clague is removed as a Director of Industrial Multi Property Trust PLC
- That Donald Lake is removed as a Director of Industrial Multi Property Trust PLC

THE INDEPENDENT DIRECTORS UNANIMOUSLY RECOMMEND THAT YOU VOTE AGAINST THE REQUISITIONED RESOLUTIONS SINCE:

THESE RESOLUTIONS GO TO THE HEART OF WHO RUNS YOUR COMPANY

- Listed investment funds typically have an independent board for very good reasons. Such a Board appoints all service providers and takes key decisions free from any conflicts of interest.
- Alpha Real Capital is the investment manager of Industrial Multi Property Trust and the investment manager of Alpha Real Trust – the Company’s largest Shareholder and provider of mezzanine finance to the Company.
- Alpha Real Trust should not be dictating the removal of half of the Independent Directors in light of such material conflicts of interests.

ALPHA REAL TRUST HAS STATED IT WISHES ANY REFINANCING TO MAINTAIN VERY HIGH LEVELS OF DEBT

- Alpha Real Capital proposed an all debt refinancing comprising both senior and mezzanine debt, which would have led to the Company’s total debt being higher than it is at present.
- The terms sheets from Alpha Real Trust’s proposed providers of finance required more onerous covenant provisions than exist at present and risk being breached as a result of relatively small changes in the portfolio valuation.

ONLY THE INDEPENDENT DIRECTORS CAN ACT IN THE INTERESTS OF SHAREHOLDERS AS A WHOLE

- Since the overwhelming majority of Shareholders are private individuals, the Independent Directors are well aware of the importance of dividend income together with the ability of the Company to deliver Shareholder value, not only in net asset value terms but also in price terms.
- It is important that any refinancing lowers the Company’s financing costs materially, yet is also stable enough to withstand a range of sensitivities which may occur over the medium-term.
- The Independent Directors also recognize that there are alternative ways to deliver shareholder value - they can assess these objectively and free from conflicts of interest.

Why vote **FOR** the Independent Directors' Resolutions?

The Independent Directors have proposed a resolution (the "Independent Directors' Resolution") to provide the Company with flexibility to sell the portfolio by adding the following to the Company's objectives:

"The Company may sell the investment portfolio if the Board believes it is in the interests of Shareholders to do so, provided that the sale proceeds are higher than a valuation of the investment portfolio by an independent valuer appointed by the Board which is undertaken not more than three months prior to the entry into a sale and purchase agreement."

THE INDEPENDENT DIRECTORS UNANIMOUSLY RECOMMEND THAT YOU VOTE FOR THE INDEPENDENT DIRECTORS' RESOLUTION SINCE:

THE COMPANY HAS A VERY VALUABLE PORTFOLIO

- The value of the Company's property portfolio amounted to £85.3 million as at 30 September 2016 and, adjusted for sales, has increased by approximately 12 per cent. over the last two years.
- The letter from Jones Lang LaSalle in the Circular dated 1 December 2016 confirms that the portfolio is likely to be attractive to a potential acquirer.

THE OPTION TO POTENTIALLY SELL THE PORTFOLIO NEEDS TO GET PROPER CONSIDERATION

- Only a truly independent Board can assess objectively whether a portfolio sale is an option to be pursued and this is put at risk through the attempt to remove half of the Independent Directors.
- Alpha Real Capital and Alpha Real Trust (which is also managed by Alpha Real Capital), both have a conflict of interest in relation to considering a sale – while the portfolio is owned by the Company, Alpha Real Capital receives approximately £1.2 million per annum for managing it.
- Alpha Real Trust argues for the Company to retain ownership of the portfolio with a highly leveraged financial structure. The Independent Directors unanimously believe such a structure to be risky and inappropriate for the great majority of individual Shareholders seeking a material and sustainable dividend.

THE COMPANY SHOULD HAVE FLEXIBILITY TO EXECUTE A SALE SHOULD THE INDEPENDENT DIRECTORS BELIEVE IT IS IN THE INTERESTS OF ALL SHAREHOLDERS TO DO SO

- Although the Company is not required to seek the approval of Shareholders in relation to significant transactions or changes to its objectives, the Independent Directors believe that it is good corporate governance for Shareholders to have a vote on a potential sale.
- Assuming Shareholders approve the Independent Directors' Resolution the Company will have flexibility to sell the portfolio if the Independent Directors believe it is in the interests of Shareholders to do so.

How to vote

ACTION TO BE TAKEN IN RESPECT OF THE EXTRAORDINARY GENERAL MEETING

Set out at the end of the Circular sent to Shareholders on 1 December 2016 is a notice convening the Extraordinary General Meeting to be held at IOMA House, Hope Street, Douglas, Isle of Man, IM1 1AP on 19 January at 11.00 a.m.

Shareholders will find enclosed with this document a copy of the original Form of Proxy (sent on 1 December 2016) for use in connection with the EGM. Whether or not you intend to be present at the EGM, you are requested to complete and return the Form of Proxy so as to reach Capita Asset Services at PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible and, in any event, not later than 11.00 a.m. on 17 January 2017, being 48 hours before the time appointed for the Extraordinary General Meeting. Completion and return of a Form of Proxy will not, however, prevent you from attending at the Extraordinary General Meeting and voting in person if you should wish to do so.

If you have already completed and returned a Form of Proxy, then no further action is required. However, if you wish to amend your vote, you may send in another Form of Proxy which will supersede any you have previously submitted.

If you are in any doubt as to what action you should take, you are recommended to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 immediately, or, if outside the United Kingdom, another appropriately authorised financial adviser.

If you have any questions regarding the Form of Proxy please contact Boudicca Proxy Consultants, details of which are set out on the inside front cover of this document.

THE INDEPENDENT DIRECTORS RECOMMEND YOU VOTE AS SHOWN BELOW:

REQUISITIONED RESOLUTIONS	For	Against	Vote Withheld	INDEPENDENT DIRECTORS' RESOLUTION	For	Against	Vote Withheld
SPECIAL BUSINESS – ORDINARY RESOLUTIONS				SPECIAL BUSINESS – ORDINARY RESOLUTION			
1. THAT Jonathan Clague is removed as a Director of Industrial Multi Property Trust PLC.	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	3. THAT the proposed objectives of the Company as described in the Circular to Shareholders dated 1 December 2016 be and are hereby adopted with immediate effect.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. THAT Donald Lake is removed as a Director of Industrial Multi Property Trust PLC.	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>				

Signature

Date

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Industrial Multi Property Trust PLC