Further details on equity raise and asset acquisition

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GCP Student Living plc (the "Company" or "Group")

Further details on equity raise and asset acquisition

Further to the announcement by the Company on 25 January 2016 in relation to a possible equity raise, the Board has today resolved to proceed with a non pre-emptive placing of ordinary shares targeting gross proceeds of up to £19 million (the "Placing").

The Placing price will be 135 pence per ordinary share, which represents a discount of 2.4% to the closing price per ordinary share on 2 February 2016, the last business day prior to this announcement. The Placing price represents a 0.8% premium to the Company's EPRA net asset value per ordinary share (ex income) as at 31 December 2015, and accordingly the costs of the Placing will be covered by such premium. For the avoidance of doubt, subscribers for ordinary shares pursuant to the Placing will not be entitled to the dividend of 1.41 pence per ordinary share in respect of the quarterly period ended 31 December 2015 announced on 28 January 2015.

The net proceeds of the Placing and, if required, existing cash resources of the Group will be used to acquire a modern, private student residential accommodation asset in a prime city centre location in Bristol. The city of Bristol serves c.49,000 students across both Bristol University and the University of the West of England. The Board has been advised by Gravis Capital Partners LLP (the "Investment Manager") that it believes Bristol demonstrates strong market fundamentals with a clear supply and demand imbalance for modern, direct-let private student accommodation.

The asset is fully occupied on 51-week lettings for the 2015/16 academic year. It is intended that the acquisition of the asset will be funded wholly by the net proceeds of the Placing, and should thereby result in a modest reduction to the Company's debt to property value which is currently c.32%. The asset will represent approximately 4% of the Company's enlarged portfolio.

The Placing will open immediately following this announcement. Cenkos reserves the right, following consultation with the Company and the Investment Manager, to scale back applications under the Placing at its discretion.

Application will be made to the London Stock Exchange for all of the ordinary shares issued pursuant to the Placing to be admitted to trading on the London Stock Exchange (Specialist Fund Market). It is expected that dealings will commence on 12 February 2016.

The Company entered into a close period on 1 January 2016 in respect of its interim accounting period to 31 December 2015. In accordance with the provision of Listing Rule 15.5.1 (with which the Company voluntarily complies), the Company is satisfied that all inside information which the Directors and the Company may have to 3 February 2016 has previously been notified to a Regulatory Information Service. Accordingly the Company will continue to adopt the Model Code during the close period with the exception of the following activities, which may be undertaken:

(a) dealings by persons discharging managerial responsibilities in the Company;

(b) purchases by the Company of its own securities;

(c) issues by the Company of securities;

(d) sales of treasury shares for cash or transfers (except for sales and transfers by the Company of treasury shares in the circumstances set out in Listing Rule 12.6.2).

Expected timetable	2016
Placing opens	3 February
Latest time and date for receipt of Placing commitments	3pm on 9 February
Results of Placing announced and trade date	10 February
Admission to trading and settlement	12 February

For further information, please contact

Gravis Capital Partners LLP

Tom Ward	tom.ward@gcpuk.com	020 7518 1496
Nick Barker	nick.barker@gcpuk.com	020 3142 7869

Cenkos Securities plc

Will Rogers wrogers@cenkos.com 020 7397 1920

Tom Scrivens tscrivens@cenkos.com 020 7397 1915

Oliver Packard opackard@cenkos.com 020 7397 1918

Phil Higgs phiggs@cenkos.com 020 7397 1913

Buchanan

Charles Ryland charlesr@buchanan.uk.com 020 7466 5000

Vicky Watkins victoriaw@buchanan.uk.com

Important Information

Neither the content of the Company's website nor any website accessible by hyperlinks to the Company's website is incorporated in, or forms part of, this announcement. The distribution of this announcement and any other documentation associated with the Placing into jurisdictions other than the United Kingdom may be restricted by law. Persons into whose possession these documents come should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws or regulations of any such jurisdiction. In particular, such documents should not be distributed, forwarded to or transmitted, directly or indirectly, in whole or in part, in, into or from the United States, Australia, Canada, Japan or the Republic of South Africa or any other jurisdiction where to do so may constitute a violation of the securities laws or regulations of any such jurisdiction.

No action has been taken by the Company or any other person that would permit an offer of the ordinary shares of the Company or possession or distribution of this announcement or any other documentation or publicity material in any jurisdiction where action for that purpose is required, other than in the United Kingdom.

The securities of the Company have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") or the US Investment Company Act of 1940, as amended and may not be offered or sold directly or indirectly in or into the United States or to or for the account or benefit of any US Person (within the meaning of Regulation S under the Securities Act).

There will be no public offer of the ordinary shares of the Company in the United States. The ordinary shares are being offered and sold outside the US in reliance on Regulation S under the Securities Act. The ordinary shares have not been approved or disapproved by the US Securities and Exchange Commission, any state securities commission in the US or any other US regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the ordinary shares or the accuracy or adequacy of this announcement. Any representation to the contrary is a criminal offence in the US.

The ordinary shares have not been registered under the applicable securities laws of Australia, Canada, Japan or South Africa and, subject to certain exceptions, may not be offered or sold within Australia, Canada, Japan or South Africa or to any national, resident or citizen of Australia, Canada, Japan or South Africa.

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This announcement has been issued by and is the sole responsibility of the Company. No person has been authorised to give any information or to make any representations other than those contained in this announcement and, if given or made, such information or representations must not be relied on as having been authorised by the Company, the Investment Manager or Cenkos. The issue of this announcement shall not, in any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this announcement or that the information contained in it is correct at any subsequent date.

No representation or warranty, express or implied, is or will be made as to, or in relation to, and no responsibility or liability is or will be accepted by Cenkos, the Investment Manager or by any of their respective directors, partners, officers, employees, advisers, affiliates or agents as to or in relation to the accuracy or completeness of this announcement or any other written or oral information made available to or publicly available to any interested party or their advisers and any liability therefore is expressly disclaimed.

Cenkos, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting as sole placing agent to the Company and is acting for no-one else in connection with the Placing and the contents of this announcement and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Cenkos nor for providing advice in connection with the Placing and the contents of this announcement or any other matter referred to herein.

FCA-authorised firms conducting designated investment business with retail customers under COB Rules are reminded that securities admitted to trading on the Specialist Fund Market will be securities that may have characteristics such as: (i) variable levels of secondary market liquidity; (ii) sophisticated corporate structures; (iii) highly leveraged structures; and (iv) sophisticated investment propositions with concentrated risks and are therefore intended for institutional, professional and highly knowledgeable investors. The Company and its advisers not subject to the COB Rules are responsible for compliance with equivalent conduct of business or point of sale rules in the jurisdiction in which they are based or in which they are marketing the securities concerned (if applicable).

About GCP Student Living plc

The Company was the first student accommodation REIT in the UK. The Company mostly invests in modern, purpose-built, private student residential accommodation and teaching facilities. Facilities will be located primarily in and around London where the Investment Manager believes the Company is likely to benefit from supply and demand imbalances for student residential accommodation.

The Company owned and operated c.1,800 beds across five properties and had a gross asset value of c.£413.3 million at 31 December 2015.

The Company's assets are primarily occupied by international students and offer new high specification facilities and hotel-level concierge type services which are attractive to overseas students.