

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, TO PERSONS OUTSIDE THE UNITED KINGDOM

This document is issued by John Laing Environmental Assets Group Limited (the "**Company**") in order to make certain information available to investors in the Company before they invest, in accordance with the requirements of the Financial Conduct Authority ("**FCA**") rules implementing the EU Alternative Investment Fund Managers Directive (Directive 2011/61/EU) (the "**AIFM Directive**" or "**AIFMD**") in the United Kingdom. It is made available to investors in the Company via www.jlen.com.

The disclosures herein refer to the Company's prospectus dated 23 February 2018 (the "**Prospectus**"), which is also available from www.jlen.com.

Prospective investors in the Company's shares (of any class) ("**Shares**") should consult their stockbroker, bank manager, solicitor, accountant or other financial adviser before investing in the Company.

JOHN LAING ENVIRONMENTAL ASSETS GROUP LIMITED

(incorporated in Guernsey under The Companies (Guernsey) Law, 2008 with registered no. 57682)

INVESTOR DISCLOSURE DOCUMENT

Dated 19 July 2018

Limited purpose of this document

This document does not constitute, and may not be used for the purposes of, an offer or solicitation to buy or sell, or otherwise undertake investment activity in relation to, the Shares.

This document is not a prospectus and it is not intended to be an invitation or inducement to any person to engage in any investment activity. This document may not include (and it is not intended to include) all the information which investors and their professional advisers may require for the purpose of making an informed decision in relation to an investment in the Company and its Shares.

No advice

None of the Company, the Investment Adviser, or any of their respective affiliates, officers, directors, employees or agents is advising any person in relation to any investment or other transaction involving Shares. Recipients must not treat the contents of this document or any subsequent communications from the Company, the Investment Adviser or any of their respective affiliates, officers, directors, employees or agents, as advice relating to financial, investment, taxation, accounting, legal, regulatory or any other matters. Prospective investors must rely on their own professional advisers, including their own legal advisers and accountants, as to legal, tax, accounting, regulatory, investment or any other related matters concerning the Company and an investment in Shares.

1. As explained in Parts 1 and 4 of the Prospectus, the Company is categorised as an internally managed non-EEA AIF for the purposes of the AIFM Directive as the Directors retain responsibility for the majority of the Company's risk management and portfolio management. The Company intends to comply with the conditions specified in Article 42(1)(a) of the AIFM Directive in order that the Fund may be marketed to professional investors in EEA States, subject to compliance with the other conditions specified in Article 42(1) of the AIFM Directive and the relevant provisions of the national laws of such EEA States.
2. The conditions specified in Article 42(1)(a) of the AIFM Directive include, *inter alia*, a requirement that the Company make certain specified disclosures to prospective investors prior to their investment in the Fund, in accordance with Article 23 of the AIFM Directive. These disclosures, or (where applicable) an explanation of where each of these disclosures may be found in the Prospectus or other documents to which investors have access (or of the non-applicability to the Fund of certain of these disclosures) are set out below:
 - (a) Part 1 of the Prospectus contains a description of the investment strategy and objectives of the Company, the types of assets in which the Company may invest, the techniques it may employ, any applicable investment restrictions and the procedures by which the Company may change its investment strategy or Investment Policy;
 - (b) Part 1 of the Prospectus also contains a description of the circumstances in which the Company may use leverage, the types and sources of leverage permitted, restrictions on the use of leverage and the maximum level of leverage which the Company is entitled to employ. Part 9 of the Prospectus contains details of the Facility Agreement which was entered into by (*inter alia*) the Company and UK Holdco on 14 June 2017. The repayment date of the Facility has been extended for an additional year (to June 2021), with effect from 1 June 2018. In view of the nature of the Company's underlying investments, such investments are not capable of being lent out or otherwise rehypothecated, so there are no collateral or asset reuse arrangements in place in respect of the Company's Investment Portfolio;
 - (c) the key risks associated with the investment strategy, objectives and techniques of the Company and with the use of leverage by the Fund are contained in the section of the Prospectus entitled "Risk Factors";
 - (d) the Company is not a fund of funds and so there is no master AIF, nor are there any underlying funds;
 - (e) the Articles of Incorporation are binding on the Company and the Shareholders. The Articles of Incorporation set out the respective rights and restrictions attaching to the Shares of each class. All Shareholders are entitled to the benefit of, are bound by and are deemed to have notice of, the Articles of Incorporation. A summary of the Articles of Incorporation, which are governed by Guernsey law, can be found in Part 9 of the Prospectus;
 - (f) a final and conclusive judgment, capable of execution, obtained in a superior court of England and Wales (being the Supreme Court and the Senior Courts of England and Wales excluding the Crown Court, having jurisdiction over a defendant for a fixed sum (other than for taxes or similar charges)) in respect of a contract to subscribe for Shares that is governed under English law and after a hearing of the merits in that court, would be recognised and enforced by the Royal Court of Guernsey without re-examination of the merits of that case, but subject to compliance with procedural and other requirements of the Judgments (Reciprocal Enforcement) (Guernsey) Law 1957, as amended, unless any such judgment (a) is obtained by fraud; (b) is in conflict with Guernsey public policy; (c) has already been satisfied wholly; or (d) could not be enforced by execution in the jurisdiction of origin;

- (g) the Company is categorised as an internally managed non-EEA AIF and so has no external AIFM, and is not subject to the AIFM Directive requirements relating to the appointment of depositaries. The Company has responsibility for the safekeeping of documents relating to the Company's investment in UK Holdco, and the Investment Adviser has responsibility for the safekeeping of documents relating to UK Holdco's investment in the Project Entities and the Holding Entities. Descriptions of the other service providers to the Fund (including the Auditors), and of their duties, are contained in Part 4 and Part 9 of the Prospectus. All key service providers are appointed directly by the Company following appropriate evaluation. Investors enter into a contractual relationship with the Company when subscribing for Shares; they do not have any direct contractual relationship with, or rights of recourse to, the service providers in respect of any of such service providers' default pursuant to the terms of the agreement it has entered into with the Company;
- (h) as a non-EEA AIF, the Company is not required to comply with Article 9(7) of the AIFM Directive. However, the Company maintains directors' and officers' liability insurance on behalf of the Directors at the expense of the Company;
- (i) as described in Part 4 of the Prospectus, the Directors may delegate certain functions to other parties such as the Investment Adviser, the Administrator and the Registrar. In particular, the Directors have delegated responsibility for day-to-day management of the projects comprising the Company's portfolio to the Investment Adviser, but investment decisions are taken by the Board, having regard to advice from the Investment Adviser. The conflicts of interest which may arise in relation to such delegation are described in Part 4 of the Prospectus;
- (j) a description of the Company's valuation procedure and of the pricing methodology for valuing assets, including the methods used in valuing hard-to-value assets, is contained in Part 5 of the Prospectus;
- (k) the Company is a closed-ended investment company, however its ordinary shares are listed on the Official List and admitted to trading on the Main Market and are freely transferable. As regards liquidity risk management, a description of the discount management mechanisms which may be employed by the Company is contained in Part 5 of the Prospectus, although the exercise by the Directors of the Company's powers to repurchase Shares either pursuant to a tender offer or the general repurchase authority is entirely discretionary;
- (l) a description of all fees, charges and expenses and of the maximum amounts thereof which are borne by the Fund (and thus indirectly by investors) is contained in Part 5 and Part 9 of the Prospectus. There are no expenses charged directly to investors by the Company;
- (m) as its ordinary shares are admitted to the Official List, the Company is required to comply with, *inter alia*, the relevant provisions of the Listing Rules and the Disclosure Guidance and Transparency Rules sourcebook and the City Code, all of which operate to ensure a fair treatment of investors. The Investment Adviser may rebate part of the Base Fee attributable to certain Shareholders' Shares, in each case without the prior approval of, or disclosure of the details of those terms to, other Shareholders. The types of Shareholders who may benefit are Shareholders making significant or strategic investments;
- (n) the Company's latest Half Year Report together with its Annual Report is available on the Company's website (www.jlen.com). The Company's historical performance is

described in these and its other financial statements, which are also available on the Company's website;

- (o) the procedure and conditions for the issue and sale of Shares pursuant to any future fundraisings undertaken by the Company will be contained in the prospectus and/or announcements relating to the relevant fundraising. Shares can also be bought in the open market through a stock broker;
 - (p) as a non-EEA AIF, the Company is not required to comply with Article 19 of the AIFM Directive;
 - (q) the Company has not engaged the services of any prime broker;
 - (r) the information required under paragraphs 4 and 5 of Article 23 of the AIFM Directive will be disclosed to investors in the Company's annual report; and
 - (s) as described above, the Company is not subject to the AIFM Directive requirements relating to the appointment of depositaries, so no arrangements have been made for a depositary to contractually discharge itself of liability in accordance with Article 21(13) of the AIFM Directive (as no depositary has been appointed).
3. This document is prepared as at 19 July 2018 and is correct as at such date. If there are any material changes to any of the information referred to above, such changes will be notified to investors in the Company's annual report, in accordance with Article 23 of the AIFM Directive. The Company is under no obligation to update the information contained in this document otherwise than in accordance with Article 23 of the AIFM Directive.
4. Words and phrases used herein shall have the same meaning as in the Prospectus.