

COMPLIANCE CERTIFICATE (RE-STATED)

From: **Thera Trust** as Issuer

Date: 28th December 2017

THERA TRUST GBP 6,000,000 Note Programme (the “Agreement”)

1. We refer to the Conditions of the Agreement and, in particular, Condition 17(e). This is a Compliance Certificate.
2. Terms used in this certificate have the same meaning and definitions as in the Agreement, unless the context otherwise requires.
3. We confirm that the audited consolidated financial statements of Thera Trust for the year ended 31 March, 2017 fairly represent the Issuer’s financial condition (as re-stated) as at 31 March, 2016.
4. We confirm that no Default is continuing.
5. *Asset Cover Test*

We confirm that, as at 31 March 2016:

- (a) Total Net Assets were £13,314,570; and
- (b) Total Net Debt was £6,450,302;

and therefore that the Total Net Assets are 206 per cent. of Total Net Debt (which is at least 130 per cent. of the Total Net Debt).

Accordingly the Issuer is in compliance with the Asset Cover covenant.

6. We set out below a summary of our calculations establishing the figures set out in paragraph 5 above.

Total Net Asset Calculation

Tangible Fixed Assets	2,850,931
Investment Properties	5,730,196
Current Assets	10,654,619
Gross Creditors (Amounts Falling Due Within One Year)	-7,583,009
Excluding Bank Loans and Overdrafts	1,648,496
Excluding Amounts Due Under Finance Leases	13,337
Net Creditors (Amounts Falling Due Within One Year)	<u>-5,921,176</u>
Total Net Assets (as defined in Clause 17(a) of the Conditions)	<u><u>13,314,570</u></u>

Total Net Debt Calculation

Bank Loans and Overdrafts (Amounts Falling Due Within One Year)	1,648,496
Amounts Due Under Finance Leases (Amounts Falling Due Within One Year)	13,337
Bank Loans (Amounts Falling After More Than One Year)	1,748,457
Bonds (Amounts Falling After More Than One Year)	3,000,000
Amounts Due Under Finance Leases (Amounts Falling After More Than One Year)	40,012
Total Net Debt (as defined in Clause 17(a) of the Conditions)	<u><u>6,450,302</u></u>
Net Asset Cover	<u><u>206%</u></u>

7. *Interest Cover Test*

We confirm that as at 31st March 2016:

- (a) EBIT was £985,049; and
- (b) Gross Financing Costs were £173,907;

and therefore that EBIT is 566 per cent. of Gross Financing Costs for the financial year ended 31 March 2016 (which is at least 250 per cent. of Gross Financing Costs).

Accordingly the Issuer is in compliance with the Interest Cover covenant.

8. We set out below a summary of our calculations establishing the figures set out in paragraph 7 above:

EBIT Calculation

Net Incoming Resources	2,440,521
Add Back Pensions Re-Measurement	242,000
Add back Exceptional Costs	48,000
Add back Donations Resulting from Acquisitions	-1,782,129
Exclude Investment Gains/Losses	-137,250
Add Back Interest Paid incl Interest Element of Finance Lease Rental Payments	<u>173,907</u>
Total EBIT (as defined in Clause 17(a) of the Conditions)	<u>985,049</u>

Gross Financing Costs Calculation

Interest Paid incl Interest Element of Finance Lease Rental Payments	<u>173,907</u>
Total Group Financing Costs (as defined in Clause 17(a) of the Conditions)	<u>173,907</u>
Interest Cover	<u>566%</u>

Executed by:



Simon Conway

Director/Trustee

On behalf of THERA TRUST