

For immediate release

28 May 2013

Assura Group Limited (“Assura” or the “Company”)

Rejection of MedicX proposal

Further to our announcement of 17 May, regarding an unsolicited approach received from MedicX Fund Limited (“MedicX”) proposing a possible all share offer for the Company (the “Proposal”), the Board of Assura announces that it has decided unanimously to reject the Proposal.

The Board has reviewed the MedicX Proposal with its advisers and has concluded that, whilst it is supportive of industry consolidation, this opportunistic all share proposal fails to recognise the existing and potential value of Assura, and is not in the interests of all shareholders.

In reaching its conclusion, the Board has had regard in particular to the following:

- **Assura is in a strong position following its recent transformation**
 - Over the last 18 months, Assura has emerged as a high quality, primary care property company with a new board and senior management team and a restructured balance sheet.
 - Assura’s integrated and low cost “develop, own, manage” model offers shareholders the benefits of internal management. In particular, development profits are retained for shareholders whilst additional properties can be managed at minimal incremental cost.
 - Preliminary results announced today highlight Assura is delivering improving returns while offering shareholders a secure, sustainable and growing dividend.
- **The Proposal is opportunistic and offers uncertain value**
 - The Proposal seeks opportunistically to capitalise on MedicX’s current higher rating relative to NAV, a disparity which the Board believes is not justified given the outlook for Assura.
 - Moreover, the Board is sceptical as to whether MedicX’s market rating can be maintained given its policy of paying uncovered dividends, in part funded by regular share issues, and the continued growth rate which such a rating implies, in particular from an enlarged business.
 - The timing of the approach and the issues as to the sustainability of MedicX’s dividend and share price make the value to Assura shareholders of the proposed terms both highly uncertain and unpredictable.
- **The Proposal fails to recognise the value of Assura**
 - The Proposal represents only a small premium to Assura’s current share price (4.2%) and a discount to EPRA NAV per share (0.2%)¹.
 - Furthermore, the Proposal effectively attributes no value to Assura’s profitable, on-going development pipeline.
- **Shareholder support status**
 - Invesco, whose discretionary managed funds own 18.27 per cent of Assura’s issued share capital, has signed an irrevocable undertaking regarding the proposal made to Assura by MedicX. However, Invesco’s undertaking is conditional upon a Board recommendation from Assura. Accordingly, as the Board has rejected the Proposal, Invesco has no obligation to accept this Proposal.
 - Separately, Aviva Investors Global Services, Artemis Investment Management, Aberforth Partners, Alder Investment Management and Henderson Global Investors, who together account for 24.1 per cent of Assura’s issued share capital, have confirmed that each is supportive of the Board’s decision to reject the Proposal.

Accordingly, the Board has today informed MedicX that it has rejected the Proposal.

¹ Share price premium based on closing share price of Assura and MedicX on 24 May 2013. Assura EPRA NAV per share of 38.6p as at 31 March 2013

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The directors of Assura accept responsibility for the information contained in this announcement. To the best of the knowledge and belief of the directors of Assura (who have taken all reasonable care to ensure such is the case) the information contained in this announcement is in accordance with the facts and does not omit anything likely to affect the import of such information.

A copy of this announcement will be published on Assura's website: www.assuragroup.co.uk by no later than 12.00 noon (London time) on the day following the making of this announcement. For the avoidance of doubt, the contents of Assura's website are not incorporated into and do not form part of this announcement.

In accordance with Rule 2.10 of the Code, Assura confirms that, as at the close of business on 24 May 2013, its issued share capital comprised 529,548,924 ordinary shares of 10 pence each. The International Securities Number ("ISIN") for these securities is GB0033732602.

Disclosure requirements of the Code

Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any paper offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any paper offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any paper offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any paper offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a paper offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any paper offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any paper offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any paper offeror, save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a paper offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure

Table on the Takeover Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.