

NOT FOR DISTRIBUTION IN OR INTO THE UNITED STATES (INCLUDING ITS TERRITORIES AND POSSESSIONS, ANY STATE OF THE UNITED STATES AND THE DISTRICT OF COLUMBIA), THE UNITED KINGDOM OR THE EUROPEAN ECONOMIC AREA



(Constituted in the Republic of Singapore pursuant to a trust deed dated 28 November 2005 (as amended))

RESULTS OF THE PRIVATE PLACEMENT AND PRICING OF NEW UNITS UNDER THE PRIVATE PLACEMENT

Capitalised terms used herein, but not otherwise defined, shall have the meanings ascribed to them in the announcement of Keppel REIT dated 18 February 2021 titled "Launch of Private Placement to Raise Gross Proceeds of Not Less than S\$270.0 Million" (the "Announcement").

1. INTRODUCTION

Further to the Announcement, Keppel REIT Management Limited, as manager of Keppel REIT (the "**Manager**"), wishes to announce that DBS Bank Ltd., Citigroup Global Markets Singapore Pte. Ltd., and BNP Paribas, acting through its Singapore branch as the joint lead managers and underwriters for the Private Placement (the "**Joint Lead Managers and Underwriters**"), have in consultation with the Manager closed the book of orders for the Private Placement on 18 February 2021.

The Private Placement was approximately 4.6 times covered and saw strong participation from new and existing institutional, accredited and other investors.

The issue price per New Unit under the Private Placement has been fixed at S\$1.130 per New Unit (the "**Issue Price**") as agreed between the Manager and the Joint Lead Managers and Underwriters, following a book-building process.

The Issue Price of S\$1.130 per New Unit represents a discount of:

- (a) approximately 4.1% to the volume weighted average price ("**VWAP**") of S\$1.1783 per unit in Keppel REIT ("**Unit**") of all trades in the Units done on Singapore Exchange Securities Trading Limited (the "**SGX-ST**") for the preceding Market Day¹ on 17 February 2021, up to the time the Placement Agreement was signed on 18 February 2021; and
- (b) (for illustrative purposes only) approximately 3.3% to the adjusted VWAP ("**Adjusted VWAP**")² of S\$1.1689 per Unit.

A total of 238,939,000 New Units will be issued pursuant to the Private Placement. The aggregate gross proceeds of the Private Placement will be approximately S\$270.0 million.

¹ "**Market Day**" refers to a day on which the SGX-ST is open for securities trading.

² The Adjusted VWAP is computed based on the VWAP of all trades in the Units done on the SGX-ST for the preceding Market Day on 17 February 2021, up to the time the Placement Agreement was signed on 18 February 2021, and subtracting the estimated Advanced Distribution of approximately 0.94 Singapore cents per Unit. This amount is only an estimate based on information currently available to the Manager and the Manager's estimate of Keppel REIT's revenue and expenses for the relevant period on a pro-rata basis and assuming that none of the S\$200,000,000 principal amount of 1.90% convertible bonds due 2024 have been converted into Units on or prior to the Record Date. The actual Advanced Distribution may differ and will be announced on a later date.

2. USE OF PROCEEDS

Further to the Announcement and subject to relevant laws and regulations, the Manager intends to use the gross proceeds of approximately S\$270.0 million from the Private Placement in the following manner:

- (i) approximately S\$262.5 million (which is equivalent to approximately 97.2% of the gross proceeds of the Private Placement) to partially fund the total consideration of approximately S\$651.5 million payable by RBC Investor Services Trust Singapore Limited, in its capacity as the trustee of Keppel REIT, and/or its nominees in respect of the proposed acquisition of Keppel Bay Tower through the acquisition of 100.0% of the ordinary shares in the issued share capital of Keppel Bay Tower Pte. Ltd. (the "**Acquisition**"). Please refer to the announcement titled "The Proposed Acquisition of Keppel Bay Tower" dated 23 December 2020 and the circular dated 29 January 2021 issued to unitholders of Keppel REIT (the "**Unitholders**") for further details of the Acquisition;
- (ii) approximately S\$4.0 million (which is equivalent to approximately 1.5% of the gross proceeds of the Private Placement) to pay the professional and other fees and expenses incurred or to be incurred by Keppel REIT in connection with the Acquisition, the Private Placement and loan facilities; and
- (iii) approximately S\$3.5 million (which is equivalent to approximately 1.3% of the gross proceeds of the Private Placement) for the repayment of existing indebtedness and for general corporate and working capital purposes.

The Acquisition will be subject to, among others, the approval of Unitholders to be sought at the extraordinary general meeting of Unitholders scheduled on 24 February 2021. Notwithstanding its current intention, in the event that the Private Placement is completed but the Acquisition does not proceed for whatever reason, the Manager may, subject to relevant laws and regulations, utilise the net proceeds of the Private Placement at its absolute discretion for other purposes, including, without limitation, the repayment of existing indebtedness, for funding capital expenditures and other acquisitions, and general working capital purposes.

Pending the deployment of the net proceeds of the Private Placement, the net proceeds may, subject to relevant laws and regulations, be deposited with banks and/or financial institutions, or be used to repay outstanding borrowings or for any other purpose on a short-term basis as the Manager may, in its absolute discretion, deem fit.

The Manager will make periodic announcements on the utilisation of the net proceeds of the Private Placement via SGXNET as and when such funds are materially disbursed and whether such a use is in accordance with the stated use and in accordance with the percentage allocated. Where proceeds are to be used for working capital purposes, the Manager will disclose a breakdown with specific details on the use of proceeds for working capital in Keppel REIT's announcements on the use of proceeds and in Keppel REIT's annual report and where there is any material deviation from the stated use of proceeds, the Manager will announce the reasons for such deviation.

3. APPLICATION TO THE SGX-ST FOR IN-PRINCIPLE APPROVAL

The Manager will make a formal application to the SGX-ST for the listing of, dealing in and quotation for the New Units to be issued pursuant to the Private Placement on the Main Board of the SGX-ST. An announcement will be made upon the receipt of such in-principle approval

from the SGX-ST. The trading of the New Units on the SGX-ST is currently expected to commence at 9.00 a.m. on or around 1 March 2021.

The Private Placement shall be subject to certain conditions precedent more particularly set out in the Placement Agreement, including the receipt of the approval in-principle of the SGX-ST for the listing of, dealing in, and quotation for, the New Units on the Main Board of the SGX-ST.

BY ORDER OF THE BOARD
Keppel REIT Management Limited
(Company Registration No. 200411357K)
(as manager of Keppel REIT)

Tan Weiqiang, Marc
Company Secretary
18 February 2021

IMPORTANT NOTICE

This announcement does not constitute an offering document for any securities in Keppel REIT and nothing herein constitutes or forms the basis of: (a) an offer, solicitation, recommendation or invitation for the sale or purchase of securities or of any of the assets, business or undertakings of Keppel REIT; or (b) any contract between Keppel REIT, Keppel REIT Management Limited (the manager of Keppel REIT) or any underwriter or placement agent on any of their behalf and any prospective investor.

This announcement is for information only and does not constitute an invitation, offer or solicitation of any offer to acquire, purchase or subscribe for Units in Keppel REIT. This announcement is not for release, publication or distribution, directly or indirectly, in or into the United States, (including its territories and possessions, any state of the United States and the District of Columbia), the United Kingdom or the European Economic Area and should not be distributed, forwarded to or transmitted in or into any jurisdiction where to do so might constitute a violation of applicable securities laws or regulations.

The securities of Keppel REIT have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"), or under the securities laws of any state or jurisdiction of the United States of America (the "**United States**"), and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any state securities laws. The Manager does not intend to conduct a public offering of any securities of Keppel REIT in the United States.

The value of the Units and the income derived from them may fall as well as rise. The Units are not obligations of, deposits in, or guaranteed by the Manager, the Trustee or any of their respective affiliates.

An investment in the Units is subject to investment risks, including the possible loss of the principal amount invested. Unitholders have no right to request that the Manager redeem or purchase their Units while the Units are listed. It is intended that Unitholders may only deal in their Units through trading on the SGX-ST. Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units. The past performance of Keppel REIT is not necessarily indicative of the future performance of Keppel REIT. Similarly, the past performance of the Manager is not indicative of the future performance of the Manager.

This publication has not been reviewed by the Monetary Authority of Singapore.

Notification under Section 309B of the Securities and Futures Act, Chapter 289 of Singapore: The New Units are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).