



# Empowered to deliver A Sustainable and Resilient Future



Proposed Merger with Sabana REIT (the "Merger")

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This presentation should be read in conjunction with the Circular to Unitholders dated 12 November 2020 (the "**Circular**"). This Circular has been made available on ESR-REIT's website at https://merger.esr-reit.com.sg, and on the SGX-ST's website at https://www.sgx.com/securities/company-announcements.

The presentation is qualified in its entirety by, and should be read in conjunction with, the full text of the Circular. In the event of any inconsistency or conflict between the Circular and the information contained in this presentation, the Circular shall prevail. All capitalised terms not defined in this presentation shall have the meaning ascribed to them in the Circular.



#### What are the Resolutions to be Approved?

#### **RESOLUTION 1**

The Merger

# Ordinary Resolution: >50%

of the total number of votes cast by ESR-REIT Unitholders voting by proxy at the EGM

#### **RESOLUTION 2**

The proposed issue of approximately 989.9 million new ESR-REIT Units to Sabana Unitholders at the Consideration Unit Issue Price as consideration for the Merger

# Ordinary Resolution: >50%

of the total number of votes cast by ESR-REIT Unitholders voting by proxy at the EGM

The resolutions are <u>inter-conditional</u> and are also conditional upon the Scheme becoming effective in accordance with its terms



#### **Advisers**

Financial Advisers









Legal Adviser



Public Relations Adviser



**Auditor** 



Independent Financial Adviser





# Transaction Overview



#### **Key Benefits of the Merger**



DPU and NAV Accretive to ESR-REIT Unitholders on a Historical Pro Forma Basis



2 Enhances Diversification and Resilience of the Enlarged REIT Platform



100% Pure-Play Singapore REIT with Operational Synergies, Organic Portfolio Growth and Optimisation Potential



4

**Size Does Matter:** 

Larger Market Capitalisation and Free Float with Potential Inclusion in Key Indices
 Leads to More Competitive Costs of Capital

Proposed Merger by way of a Trust Scheme<sup>(1)</sup>



Leveraging the ESR Group's and ESR-REIT's Operating Platform to Improve Growth Prospects



#### **Scheme Consideration**

The Scheme Consideration payable to the Sabana Unitholders, which will be satisfied in full by way of issuance of new ESR-REIT Units ("the Consideration Units"), is based on a gross exchange ratio of 0.940x

100 Sabana Units 94
Consideration Units(1)

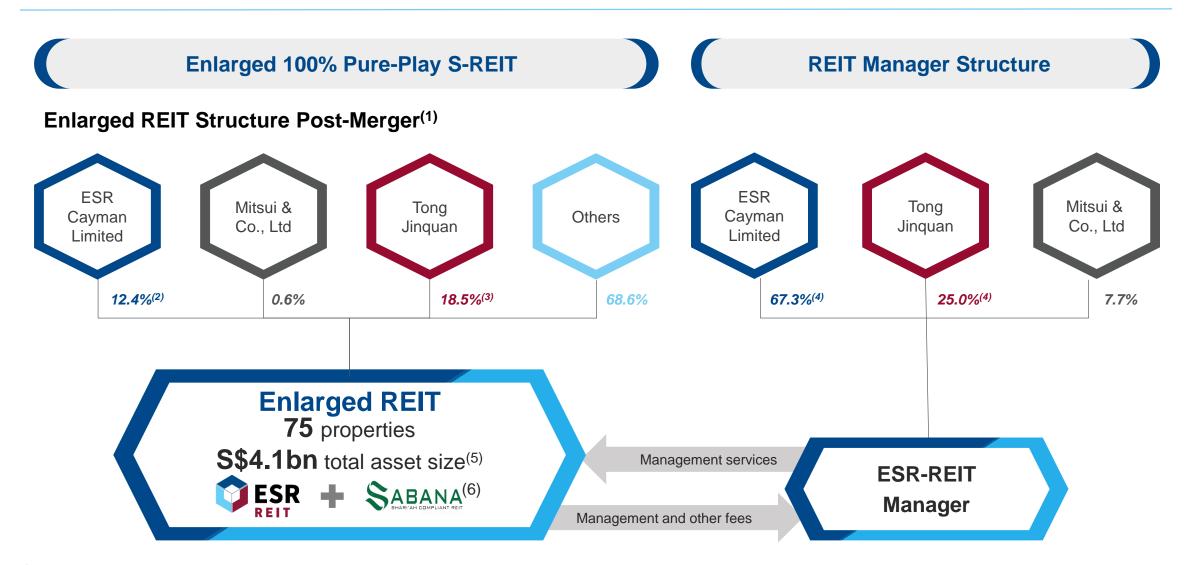
Based on the illustrative issue price of \$\$0.401 per Consideration Unit<sup>(2)</sup>, the implied aggregate Scheme Consideration is approximately \$\$396.9 million (implied Scheme Consideration of \$\$0.377 per Sabana Unit is derived from the gross exchange ratio of 0.940x)

ESR-REIT Unitholders and Sabana Unitholders will continue to receive permitted distributions up to the day immediately before the Effective Date of the Scheme<sup>(3)(4)</sup>

Notes: (1) No fractions of a Consideration Unit shall be issued to any Sabana Unitholder and fractional entitlements shall be disregarded in the calculation of the Consideration Units to be issued to any Sabana Unitholder pursuant to the Scheme. (2) The Reference Price is determined based on the one-month volume weighted average price of the ESR-REIT Units ended on and including the last trading day one (1) week prior to the date of the Joint Announcement, being the 30 calendar day period from 10 June 2020 up to and including 9 July 2020. The non-month volume weighted average price calculation was agreed between the parties through commercial negotiations to be a better representation of the value of ESR-REIT Units given that it takes into account both trading volume and price over a period of time. The implied Scheme Consideration of \$\$0.401. (3) ESR-REIT Manager is permitted to announce, declare, pay or make distributions to the ESR-REIT Unitholders (i) in respect of the upnaid distribution income that has been announced and retained by the ESR-REIT Manager in respect of the period from 1 April 2020 up to 13 March 2020; and (ii) in the ordinary course of business, excluding (a) the sale proceeds of real properties; and (b) gains from the disposals of investment properties prior to the date of the Joint Announcement, in respect of the period from 1 April 2020 up to the day immediately before the Effective Date (including any clean up distribution so the Sabana Unitholders in the ordinary course of business, excluding (a) the sale proceeds of real properties; and (b) gains from the disposals of investment properties prior to the day immediately before the Effective Date (including any clean up distribution in respect of the period from the day following the latest completed financial quarter of ESR-REIT proceeding the Effective Date (including any clean-up distribution in respect of the period from the day immediately before the Effective Date (including any clean-up distribution has been made, up to the day im



#### Sabana REIT Will Become a Wholly-Owned Sub-Trust of ESR-REIT





# **Key Benefits of the Merger**



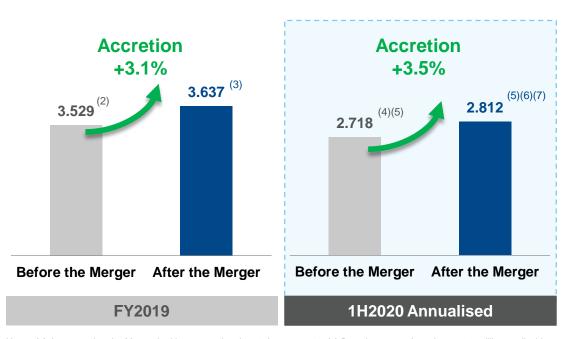


#### **Value Accretive for ESR-REIT Unitholders**

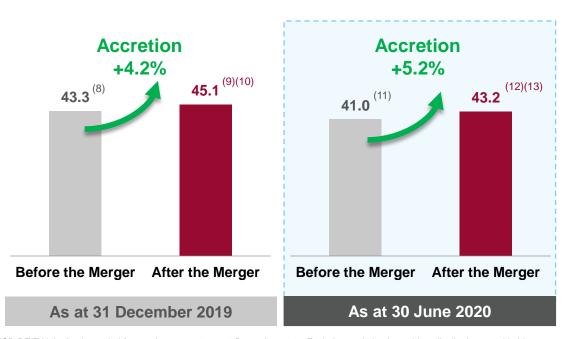
## The Merger is expected to be DPU and NAV per unit accretive to ESR-REIT Unitholders on a historical *pro forma* basis

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Distribution per Unit (Cents)(1)



#### **NAV** per Unit (Cents)



Notes: (1) Assumes that the Merger had been completed on 1 January 2019. (2) Based on approximately 3,300.3 million applicable number of ESR-REIT Units for the period from 1 January 2019 to 31 December 2019. Excludes capital gains paid as distribution to unitholders. (4) Based on approximately 4,316.8 million applicable number of ESR-REIT Units for the period from 1 January 2020 to 30 June 2020. (5) Assumes ESR-REIT did not retain distributable income of \$\$7.0 million and distributable income of \$\$7.0 million and distributable income of \$\$7.0 million and distributable income of \$\$8.1 million and distributable income of \$\$8.1 million and distributable income of \$\$6.1 million and distributable i

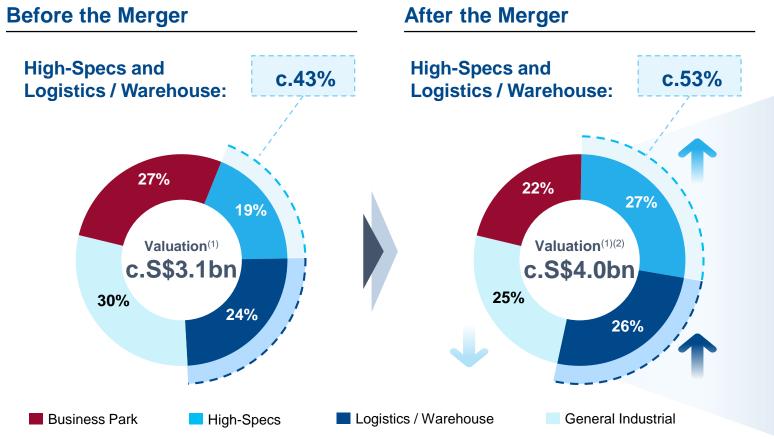




#### Enhances Diversification and Resilience of the Enlarged REIT Platform:

#### **Increased Exposure to High-Specs and Logistics / Warehouse Segments**

Enhanced diversification of assets across 4 segments with more than half of the Enlarged REIT's portfolio consisting "future-ready" High-Specs properties and resilient Logistics / Warehouse assets, while reducing older / dated General Industrial assets exposure to below 30%



Benefits of Increased Exposure to High-Specs and Logistics / Warehouse Segments

- Buildings with higher specifications are "future-ready" in view of global manufacturing supply chain changes due to increasing US-China trade tensions
- Ability to meet increasing tenant demand for Logistics assets from 3PLs, e-commerce and advanced manufacturing from national stockpiling of essential goods and expected changes to global manufacturing supply chain in a post COVID-19 environment
  - Favourable rental outlook due to their premium quality and balanced supply and demand dynamics





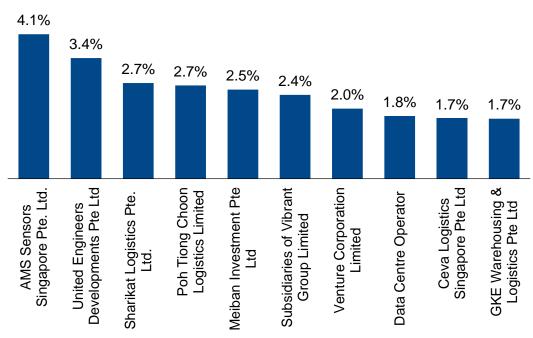
# Enhances Diversification and Resilience of the Enlarged REIT Platform: Larger Tenant Base Reduces Concentration Risk

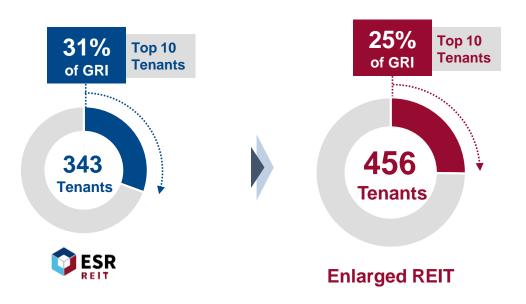
Increased diversification across number and types of tenants improves the stickiness of the Enlarged REIT's overall tenant base with top 10 tenants accounting for 25% of the Enlarged REIT's gross rental income after the Merger

Top 10 Tenants' Contribution to GRI<sup>(1)</sup> Decreases to 25% on a *Pro Forma* Basis, With No Single Tenant Accounting For More Than 4.1% of the Enlarged REIT's GRI

#### Top 10 Enlarged REIT Tenants by Rental Income<sup>(2)</sup>

#### **Reduced Contribution by Top 10 Tenants<sup>(2)</sup>**





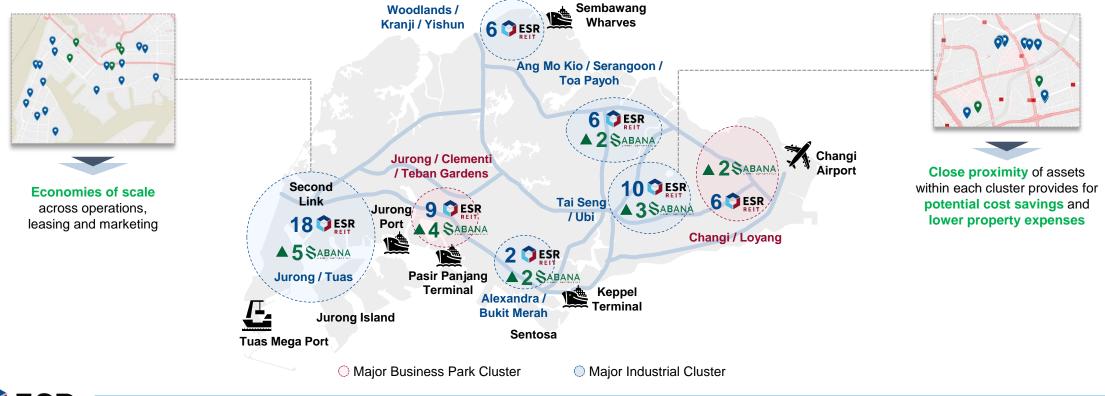




#### **Deepens Singapore Presence in Key Industrial Clusters**

Sabana REIT assets are strategically located in key industrial classes across Singapore, enhancing ESR-REIT's current island-wide portfolio network

The Enlarged REIT will have a portfolio of 75 properties, which represents a 31.6% increase in the number of properties

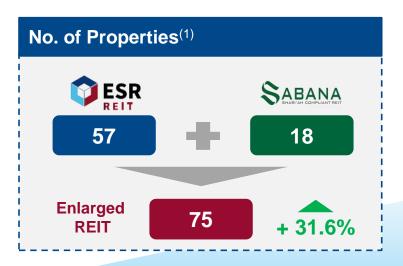


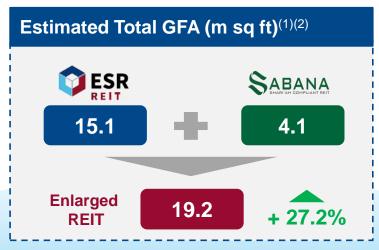


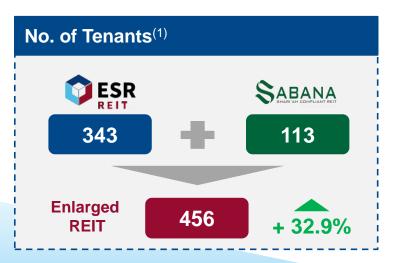


#### **Operational Synergies and Portfolio Optimisation Potential**

Increased size and scale will bring about opportunities for operational synergies and portfolio optimisation potential







- Leveraging ESR-REIT's and the ESR Group's existing marketing, leasing and asset management platforms to extract economies of scale across operations
- Further potential cost savings for tenants arising from integration and optimisation of property management services arising from the close proximity of assets within each cluster
- Stronger bargaining power with service providers and tenants

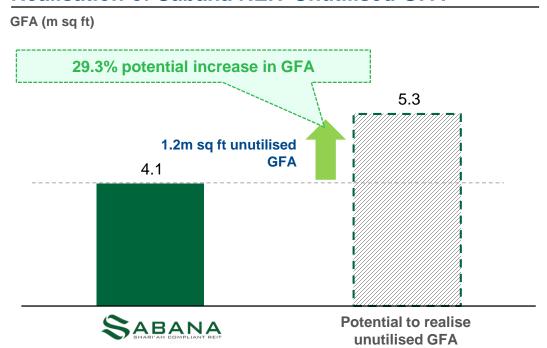


#### **Organic AEI Growth Opportunities to Realise Unutilised GFA**

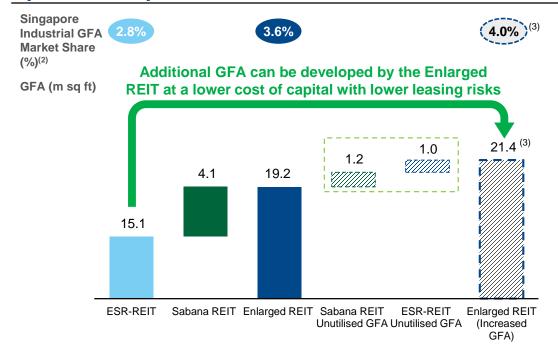
#### Enhances potential returns and lowers risks of value-adding AEIs<sup>(1)</sup> and/or redevelopments

- ☑ Exposure to larger tenant base helps identify optimal use for unutilised GFA and reduce leasing risks
- ☑ Access to lower cost of capital to enhance returns on AEIs and/or redevelopments
- 🗹 Enlarged asset base improves flexibility to undertake AEIs without adversely affecting earnings performance

#### Realisation of Sabana REIT Unutilised GFA



#### Up to 2.2m sq ft of Additional GFA from Unutilised Plot Ratio



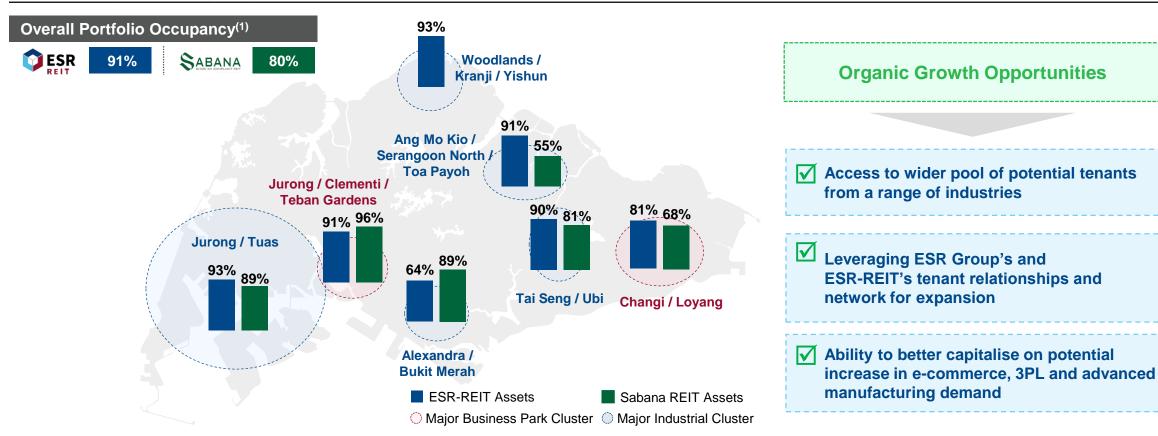




#### **Lease–Up Opportunities for Organic Growth**

### Being part of the Enlarged REIT provides the ability to leverage ESR-REIT's and ESR Group's platform to enhance leasing opportunities

Occupancy Rates by Key Clusters<sup>(1)</sup>

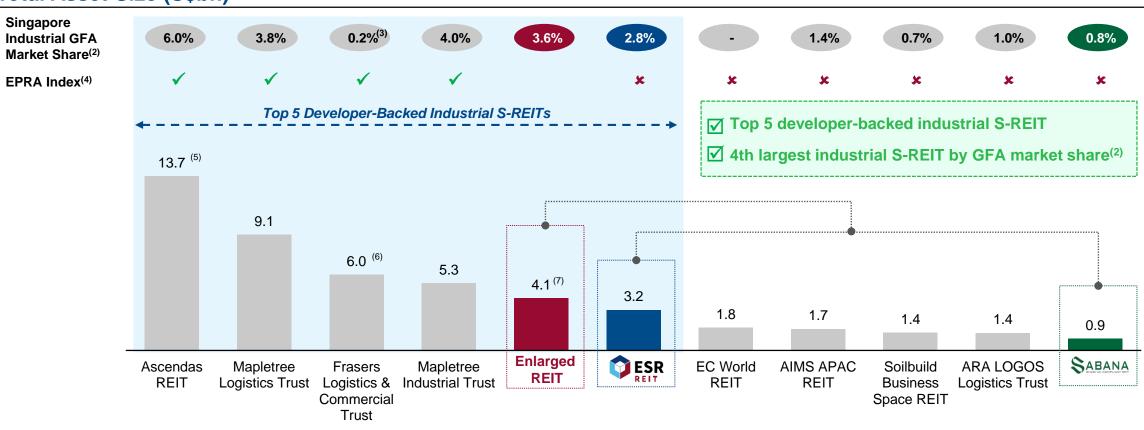






The Enlarged REIT is expected to solidify its position amongst the top 5 industrial S-REITs, backed by a strong developer-sponsor, with a combined asset size of c.S\$4.1bn

#### Total Asset Size (S\$bn)<sup>(1)</sup>





Top 5 Developer-Backed Industrial S-REITs

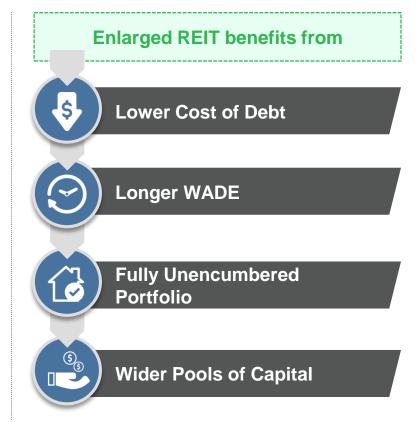


### Larger Size Leads to More Competitive Cost of Capital

The Enlarged REIT is expected to have a lower cost of debt, longer WADE<sup>(1)</sup> and access to wider pools of capital while retaining balance sheet flexibility with a fully unencumbered portfolio

FOR ILLUSTRATIVE PURPOSES ONLY - NOT A FORWARD-LOOKING PROJECTION

#### Pro Forma Cost of Debt(2) 2.7 years WADE(3) 1.6 years WADE<sup>(3)</sup> 5.0 years WADE 3.2 years WADE(3) 100% Unencumbered 6.2% Unencumbered 100% Unencumbered 100% Unencumbered S\$1.2bn Debt(3)(4) S\$0.3bn Debt(3) S\$0.4bn Debt(5) S\$1.6bn Debt(3)(4)(6) Part of the S\$0.4bn will be used to replace **Decrease 25bps** existing loan 3.80% **Replaced By** 3.54% 3.29% 2.50% **New Loan to Replace Enlarged** SABANA Sabana REIT Debt(5) **REIT**

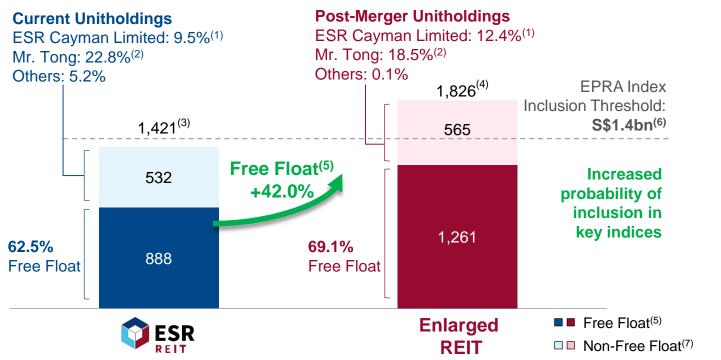






Increased probability of inclusion in key indices, which offers benefits of a wider and more diversified investor base, higher trading liquidity, increased analyst coverage and potential positive re-rating

Free Float and Market Capitalisation (S\$m)





Notes: (1) Including direct interests and/or deemed interests through holding entities. (2) Excludes deemed interest held through the ESR-REIT Manager. (3) Based on approximately 3,543.2 million ESR-REIT Units in issue as at the Latest Practicable Date and the Reference Price of \$\$0.401. (4) Includes the issue of approximately 989.9 million new ESR-REIT Units as the Acquisition Fee for the Merger at the Reference Price of \$\$0.401 per ESR-REIT Units. For the avoidance of doubt, the actual number of ESR-REIT Units to be issued as payment for the Acquisition Fee will be determined based on the 10-day volume weighted average price of the ESR-REIT Units up to and including the last trading day immediately preceding the Effective Date. (5) Excludes ESR-REIT Units held by the Sponsor, Mr. Tong, the ESR-REIT Manager, the directors of the ESR-REIT Units that would be held by the Sabana Manager, its directors, and their respective associates. (6) EPRA Index refers to the FTSE EPRA Nariet Developed Asia index, which is a subset of the FTSE EPRA Nariet Units held by the Sponsor, Mr. Tong, the ESR-REIT Units held would be held by the Sabana Manager, the directors of the ESR-REIT Units had would be held by the Sponsor, Mr. Tong, the ESR-REIT Units had would be held by the Sabana Manager, the ESR-REIT Units had would be held by the Sabana Manager, the ESR-REIT Units had would be held by the Sabana Manager, its directors, and their respective associates.





# Leveraging ESR Group's Operating Platform to Improve Growth Prospects

Enlarged REIT can better leverage ESR Group's operating platform, footprint and network to create a leading Pan-Asian industrial REIT

#### **ESR Group's Operating Platform and Capabilities**

Largest APAC focused logistics real estate platform >US\$26bn AuM(1)(2)

Largest development pipeline in APAC >18m sq m GFA<sup>(2)</sup>

#### **Strong Demonstrated Support of ESR-REIT**

- Since its entry as the sponsor of ESR-REIT in 2017, the ESR Group has transformed ESR-REIT into a large developer-backed S-REIT
  - Doubled ESR-REIT's portfolio GFA
  - Rejuvenated portfolio to be focused on higher value-added segment of the industrial value chain, including High-Specs assets
- As the Sponsor, ESR Group has provided strong capital support and financial commitment to ESR-REIT via backstop in preferential offerings and acquisition of Viva Industrial Trust Management Pte. Ltd. to facilitate merger of ESR-REIT with Viva Industrial Trust





#### **Opinion of the Independent Financial Advisor**

An extract of the IFA Letter is reproduced below:

"After carefully considering [the matters set out in the IFA Letter], and subject to the assumptions and qualifications [set out in the IFA Letter] and taking into account the prevailing conditions as at the Latest Practicable Date, we are of the opinion that: The Merger is on **normal commercial terms** and **is not prejudicial** to the interests of ESR-REIT and its minority unitholders. Accordingly, we advise that the ARCC and the ESR-REIT Recommending Directors recommend that the ESR-REIT Unitholders **VOTE IN FAVOUR OF THE MERGER**."



INDEPENDENT FINANCIAL ADVISER TO THE AUDIT, RISK MANAGEMENT AND COMPLIANCE COMMITTEE OF THE ESR-REIT MANAGER AND THE ESR-REIT RECOMMENDING DIRECTORS



#### What Do the Directors Recommend?

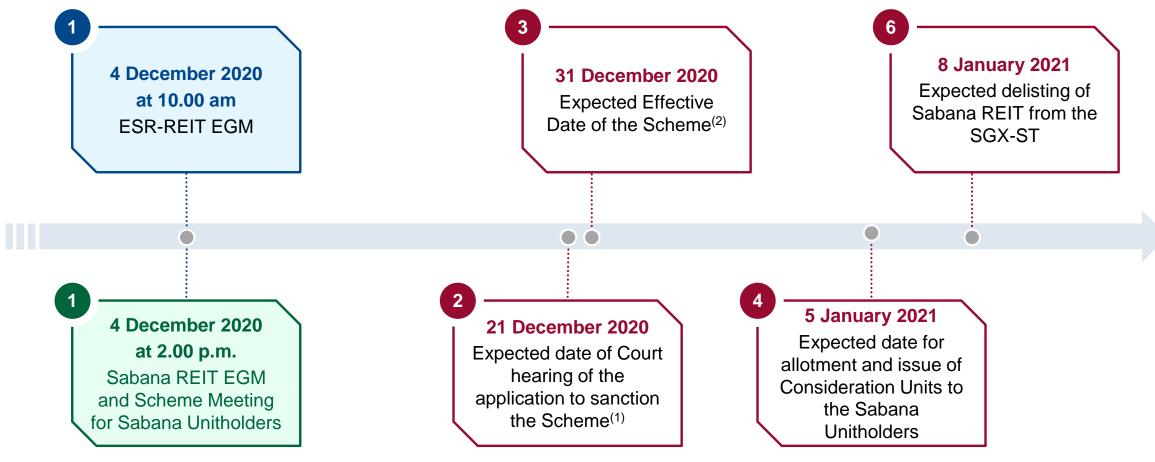
The ESR-REIT Recommending Directors have considered the relevant factors, including the terms of the Merger and the rationale for the Merger, as well as the IFA's opinion as set out in the IFA Letter in **Appendix A** to this Circular, and recommend that the Independent ESR-REIT Unitholders **VOTE IN FAVOUR** of Resolution 1, the Ordinary Resolution relating to the Merger, and Resolution 2, the Ordinary Resolution relating to the issue of approximately 989.9 million Consideration Units at the Consideration Unit Issue Price pursuant to the Merger.



**ESR-REIT RECOMMENDING DIRECTORS** 



#### **Expected Indicative Timeline**



Please note that the above timeline is indicative only and may be subject to change. Please refer to future SGXNET announcement(s) by ESR-REIT for the exact dates of these events.

The Merger is expected to be effective by 31 December 2020 and completed by the first quarter of 2021



#### Conclusion

#### **RESOLUTION 1**

The Merger

# Ordinary Resolution: >50%

of the total number of votes cast by ESR-REIT Unitholders voting by proxy at the EGM

#### **RESOLUTION 2**

The proposed issue of approximately 989.9 million new ESR-REIT Units to Sabana Unitholders at the Consideration Unit Issue Price as consideration for the Merger

# Ordinary Resolution: >50%

of the total number of votes cast by ESR-REIT Unitholders voting by proxy at the EGM

The resolutions are <u>inter-conditional</u> and are also conditional upon the Scheme becoming effective in accordance with its terms



### **Appendix**



#### **Financing Considerations**

#### FOR ILLUSTRATIVE PURPOSES ONLY

#### **Illustrative Uses**

Total Acquisition Cost

- Approximately S\$777.4m comprising:
  - Implied aggregate Scheme Consideration of approximately S\$396.9m
  - Refinancing of Sabana REIT's total borrowings and related interest rate swaps of approximately \$\$295.0m and upfront land premium of approximately \$\$58.6m
  - Acquisition fee payable in ESR-REIT Units to the ESR-REIT Manager for the Merger which is estimated to be approximately S\$8.3m
  - The estimated professional and other fees and expenses of approximately S\$18.6m

#### **Illustrative Sources**

#### Consideration Units

- Approximately S\$396.9m
  - Based on approximately 989.9m new ESR-REIT Units issued at an illustrative issue price of \$\$0.401 per ESR-REIT Unit(1)

#### **New Debt**

- Approximately S\$372.2m including:
  - Refinancing of Sabana REIT's total borrowings and related interest rate swaps of approximately S\$295.0m
  - Debt taken to fund upfront land premium of approximately S\$58.6m
  - Debt taken to fund professional and other fees and expenses
  - 100% unsecured

**Acquisition Fee** 

 Approximately 20.7m new ESR-REIT Units will be allotted and issued to the ESR-REIT Manager as an acquisition fee for the Merger based on an illustrative issue price of \$\$0.401 per ESR-REIT Unit<sup>(1)</sup>



#### Sabana REIT - Portfolio Overview



 Valuation (\$\$m):
 323.4

 Occupancy Rate (%):
 71

 GFA (sq ft):
 832,373

 Land Lease Expiry (Year):
 2055



 Valuation (S\$m):
 54.0

 Occupancy Rate (%):
 86

 GFA (sq ft):
 161,815

 Land Lease Expiry (Year):
 2059



 Valuation (S\$m):
 22.0

 Occupancy Rate (%):
 92

 GFA (sq ft):
 73,928

 Land Lease Expiry (Year):
 2060



Valuation (S\$m): 8.5

Occupancy Rate (%): 
GFA (sq ft): 160,361

Land Lease Expiry (Year): 2047



 Valuation (S\$m):
 31.0

 Occupancy Rate (%):
 38

 GFA (sq ft):
 159,384

 Land Lease Expiry (Year):
 2056



 Valuation (S\$m):
 63.8

 Occupancy Rate (%):
 98

 GFA (sq ft):
 319,718

 Land Lease Expiry (Year):
 2060



 Valuation (S\$m):
 43.2

 Occupancy Rate (%):
 100

 GFA (sq ft):
 286,192

 Land Lease Expiry (Year):
 2049



 Valuation (S\$m):
 20.0

 Occupancy Rate (%):
 100

 GFA (sq ft):
 132,878

 Land Lease Expiry (Year):
 2038



 Valuation (S\$m):
 33.7

 Occupancy Rate (%):
 85

 GFA (sq ft):
 414,270

 Land Lease Expiry (Year):
 2032



Note: As at 30 June 2020.

#### Sabana REIT – Portfolio Overview (Cont'd)



 Valuation (S\$m):
 35.6

 Occupancy Rate (%):
 100

 GFA (sq ft):
 246,376

 Land Lease Expiry (Year):
 2054



 Valuation (S\$m):
 24.7

 Occupancy Rate (%):
 100

 GFA (sq ft):
 149,166

 Land Lease Expiry (Year):
 2053



Valuation (S\$m):34.7Occupancy Rate (%):56GFA (sq ft):217,899Land Lease Expiry (Year):2047



 Valuation (S\$m):
 30.0

 Occupancy Rate (%):
 98

 GFA (sq ft):
 181,705

 Land Lease Expiry (Year):
 2056



 Valuation (S\$m):
 36.0

 Occupancy Rate (%):
 37

 GFA (sq ft):
 238,862

 Land Lease Expiry (Year):
 2051



Valuation (S\$m):16.8Occupancy Rate (%):74GFA (sq ft):158,907Land Lease Expiry (Year):2041



 Valuation (S\$m):
 24.4

 Occupancy Rate (%):
 100

 GFA (sq ft):
 158,846

 Land Lease Expiry (Year):
 2056



 Valuation (S\$m):
 20.4

 Occupancy Rate (%):
 71

 GFA (sq ft):
 135,513

 Land Lease Expiry (Year):
 2051



 Valuation (S\$m):
 14.7

 Occupancy Rate (%):
 100

 GFA (sq ft):
 99,575

 Land Lease Expiry (Year):
 2054



Note: As at 30 June 2020.

