

For immediate release

**AFFILIATES OF BLACKSTONE REAL ESTATE PROPOSES TO PRIVATISE
CROESUS RETAIL TRUST BY WAY OF A TRUST SCHEME**

- The Offeror believes that the transaction provides Unitholders an opportunity to realise their investment in CRT at an attractive valuation and compelling price
- The Scheme Consideration of S\$1.17 in cash per Unit represents a significant premium to the prevailing and historical trading prices of the Units prior to the Last Full Trading Day⁽¹⁾
 - Approximately 38% premium over the 12-month VWAP per Unit
 - Approximately 34% and 31% premium over the 6-month and 3-month VWAP per Unit respectively
 - Exceeds the highest closing price of the Units since IPO
- The valuation implied by the Scheme Consideration exceeds the latest available market values of the properties of CRT
 - Approximately 23% and 31% above the NAV per Unit and NTA per Unit as at 31 March 2017 respectively (which takes into account the market value of the properties of CRT as of 30 June 2016)
- The Scheme Consideration exceeds all analysts' price targets as published on Bloomberg L.P. post initial holding announcement on 26 April 2017
- In addition to the Scheme Consideration, Unitholders may also receive Permitted Distributions of up to approximately 4.06 Singapore cents without a reduction in the Scheme Consideration⁽²⁾

(1) The Last Full Trading Day is 25 April 2017, which is immediately prior to the initial holding announcement by CRT on 26 April 2017.

(2) For the period from 1 January 2017 to the earlier of (i) the Effective Date, and (ii) 31 October 2017. If the Effective Date occurs after 31 October 2017, Unitholders may receive up to an additional 90% of CRT's distributable income for the period from 1 November 2017 to the Effective Date. The Offeror reserves the right to reduce the Scheme Consideration if any distribution in excess of the Permitted Distribution is declared, paid or made by the Trustee-Manager on or after the date of the Implementation Agreement.

SINGAPORE, 28 June 2017 - The respective boards of directors of Croesus Retail Asset Management Pte. Ltd. (the “**Trustee-Manager**”), as trustee-manager of Croesus Retail Trust (“**CRT**”), and Cyrus BidCo Pte. Ltd. (the “**Offeror**”) are pleased to announce the proposed acquisition (the “**Acquisition**”) of all the issued units in CRT (the “**Units**”) by the Offeror, which is a company incorporated in Singapore by funds advised by Blackstone Real Estate (“**Blackstone**”).

The Acquisition will be effected by way of a trust scheme (the “**Scheme**”) in compliance with the Singapore Code on Take-overs and Mergers.

All capitalised terms which are used in this press release but not otherwise defined herein shall have the meanings ascribed to them in the Joint Announcement dated 28 June 2017. This press release should be read in conjunction with the Joint Announcement, a copy of which is available on <http://www.sgx.com>.

The Scheme Consideration will be S\$1.17 in cash per Unit.

In addition, assuming the Effective Date falls on or before 31 October 2017, Unitholders may receive distributable income of CRT up to an aggregate of approximately S\$31.3 million, representing approximately 4.06 Singapore cents per Unit as the Trustee-Manager is permitted under the Implementation Agreement to declare such distributions to Unitholders⁽³⁾. For the avoidance of doubt, the Scheme Consideration will not be reduced by the Permitted Distributions⁽⁴⁾.

- (3) For the period from 1 January 2017 to the earlier of (i) the Effective Date, and (ii) 31 October 2017. If the Effective Date occurs after 31 October 2017, Unitholders may receive up to an additional 90% of CRT’s distributable income for the period from 1 November 2017 to the Effective Date.
- (4) The Permitted Distribution comprises: (i) if the Effective Date falls on or before 31 October 2017, up to an aggregate of approximately S\$31.3 million, representing approximately 4.06 Singapore cents per Unit, for the period from 1 January 2017 to the Effective Date; and (ii) if the Effective Date falls after 31 October 2017, (a) up to an aggregate of approximately S\$31.3 million and (b) up to 90% of CRT’s distributable income for the period from 1 November 2017 to the Effective Date. The Offeror reserves the right to reduce the Scheme Consideration if any distribution in excess of the Permitted Distribution is declared, paid or made by the Trustee-Manager on or after the date of the Implementation Agreement.

Transaction Rationale

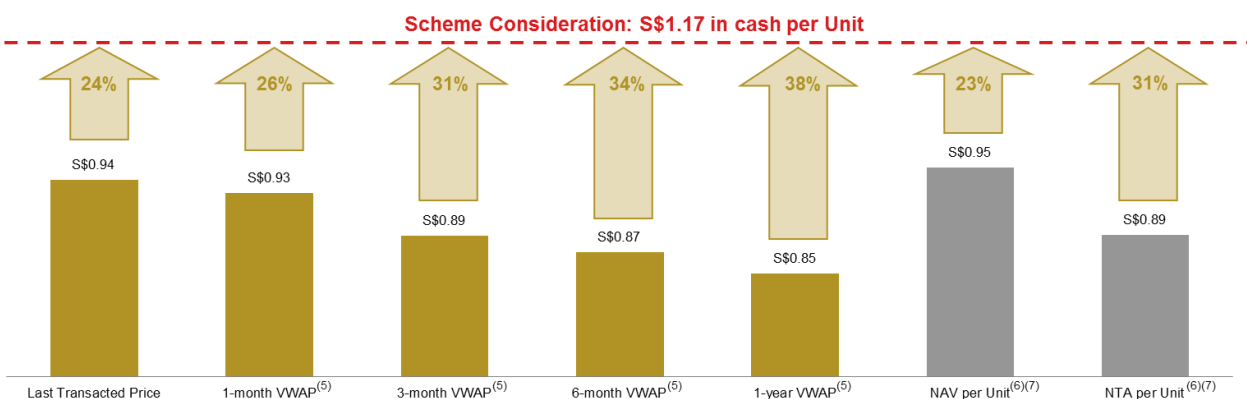
Attractive Valuation and Compelling Price

The Scheme represents an opportunity for Unitholders to realise their investment at an attractive valuation, and at significant premiums to the historical trading prices of the Units, the net asset value (“NAV”) per Unit and the net tangible asset (“NTA”) per Unit, and at an implied valuation which exceeds the latest market value of the properties of CRT as of 30 June 2016

Based on the Scheme Consideration, the implied equity value of CRT is approximately S\$900.6 million.

The Scheme Consideration represents a premium of approximately:

- 38% to the 12-month volume weighted average price (“VWAP”)⁽⁵⁾ per Unit;
- 34% and 31% to the 6-month and 3-month VWAP⁽⁵⁾ per Unit respectively; and
- 23% and 31% to the NAV per Unit and NTA per Unit as at 31 March 2017⁽⁶⁾⁽⁷⁾ respectively.



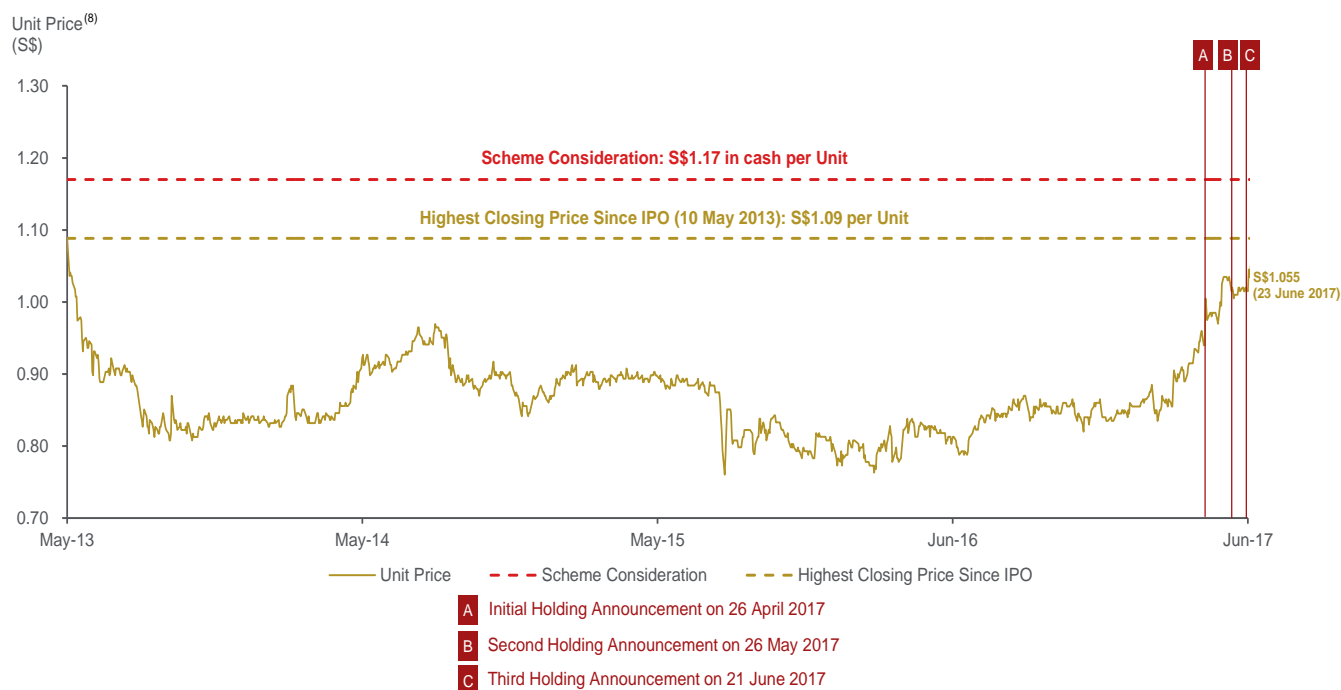
Source: Bloomberg L.P.

(5) The respective VWAPs are with reference to the relevant periods up to and including the Last Full Trading Day.

(6) NAV per Unit and NTA per Unit as of 31 March 2017. NTA excludes intangible assets pertaining to the goodwill arising from the acquisition of all issued shares of the Trustee-Manager on 31 August 2016 of JPY4,006 million.

(7) Based on an exchange rate of SGD 1.00 = JPY 80.21 extracted from Bloomberg L.P. as at 5.00 p.m. on 23 June 2017.

The Scheme Consideration also exceeds the highest closing price of the Units, being S\$1.09 per Unit in May 2013, since CRT was listed on the Main Board of the SGX-ST.



Source: Bloomberg L.P.

(8) Historical Unit prices have been adjusted for the (i) rights issue of 114,222,677 new Units on the basis of 22 rights Units for every 100 existing Units at an issue price of S\$0.610 per rights Unit, which was completed on 23 October 2015, and (ii) preferential offering of 27,682,070 new Units on the basis of 10 new Units for every 259 existing Units at an issue price of S\$0.797 per new Unit, which was completed on 17 August 2016.

Liquidity Event for Unitholders

In addition, Unitholders will have the opportunity to exit their investment in CRT, which may otherwise be difficult due to low trading liquidity. The average daily trading volume of the Units over the last 12-month period up to and including the Last Full Trading Day represents approximately 0.17% of the total issued Units.

Mr David Lim, Chairman and Independent Director of Croesus Retail Trust, said, “We are pleased to receive Blackstone’s proposal to privatise the trust by way of a trust scheme. After extensive deliberation of the proposed Scheme, we believe the Scheme provides an opportunity for our Unitholders to realise their investment for cash at a significant premium. Unitholders may wish to note that they may receive future potential distributions of up to 4.06 Singapore cents per unit, over and above the Scheme Consideration of S\$1.17 in cash per Unit.”

Christopher Heady, Senior Managing Director & Head of Real Estate Asia of The Blackstone Group, said, “Croesus Retail Trust has an established portfolio of quality Japanese retail assets. This transaction represents a good opportunity for Blackstone’s real estate business to further expand its platform in Japan and a chance to work together with the proven management team and staff at Croesus.”

Scheme Conditions

The Scheme will require, amongst others, the following approvals:

- **Amendment of Trust Deed:** Approval of Unitholders holding not less than 75% of the voting rights of all Unitholders present and voting in person or by proxy at the Scheme Meeting to approve the Trust Deed Amendment; and
- **Approval for the Scheme:** Approval of more than 50% of the number of Unitholders representing at least 75% in value of the Units held by Unitholders present and voting in person or by proxy at the Scheme Meeting to approve the Scheme.

In addition to the approvals from Unitholders, the Scheme will require, the sanction of the Scheme by the Court under Order 80 of the Rules of Court, Chapter 322, R 5 of Singapore.

Scheme Document

The Board will be appointing an independent financial adviser (“**IFA**”) to advise the directors of the Trustee-Manager who are considered independent for the purposes of the Scheme (the “**Independent Directors**”) for the purposes of making a recommendation to Unitholders in connection with the Scheme. Full details of the Scheme, including the recommendation of the Independent Directors and the advice of the IFA, will be included in a document to be sent to Unitholders in due course. In the meantime, Unitholders are advised to exercise caution when dealing in the Units.

Subject to the satisfaction of the Scheme Conditions, it is expected that the Acquisition and the Scheme will be completed by the fourth quarter of 2017.

Financial Advisers

Financial Adviser to the Trustee-Manager. Citigroup Global Markets Singapore Pte. Ltd. is the financial adviser to the Trustee-Manager in respect of the Acquisition and the Scheme.

Financial Adviser to the Offeror. DBS Bank Ltd is the financial adviser to the Offeror in respect of the Acquisition and the Scheme.

Responsibility Statements

Trustee-Manager. The directors of the Trustee-Manager (including any who may have delegated detailed supervision of the preparation of this document) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this document (excluding information relating to the Offeror or any opinion expressed by the Offeror) are fair and accurate and that, where appropriate, no material facts which relate to CRT or the Trustee-Manager have been omitted from this document, and the directors of the Trustee-Manager jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Offeror, the sole responsibility of the directors of the Trustee-Manager has been to ensure that, through reasonable enquiries, such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this document. The directors of the Trustee-Manager do not accept any responsibility for any information relating to the Offeror or any opinion expressed by the Offeror.

Offeror. The directors of the Offeror (including any who may have delegated detailed supervision of the preparation of this document) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this document (excluding information relating to CRT or the Trustee-Manager or any opinion expressed by the Trustee-Manager) are fair and accurate and that, where appropriate, no material facts in relation thereto have been omitted from this document, and the directors of the Offeror jointly and severally accept responsibility accordingly.

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Forward-looking Statements

All statements other than statements of historical facts included in this document are or may be forward looking statements. Forward-looking statements include but are not limited to those using words such as “seek”, “expect”, “anticipate”, “estimate”, “believe”, “intend”, “project”, “plan”, “strategy”, “forecast” and similar expressions or future or conditional verbs such as “will”, “would”, “should”, “could”, “may” and “might”. These statements reflect the Offeror’s or the Trustee-Manager’s (as the case may be) current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Given the risks and uncertainties that may cause actual results or outcomes to differ materially from those expressed or implied in such forward-looking statements, Unitholders and investors of the Offeror and CRT should not place undue reliance on such forward-looking statements, and neither the Offeror nor the Trustee-Manager undertakes any obligation to update publicly or revise any forward-looking statements.

All investor enquiries relating to this press release, the Acquisition or the Scheme should be directed to:

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About Croesus Retail Trust

Croesus Retail Trust is the first SGX-listed Asia-Pacific retail business trust with a portfolio located in Japan. CRT is principally focused on investing in a diversified portfolio of predominantly retail real estate assets located in the Asia Pacific region, with an initial focus on Japan. CRT currently has eleven retail properties in Japan – Aeon Town Moriya, Aeon Town Suzuka, Croesus Shinsaibashi, Croesus Tachikawa, Feeeal Asahikawa, Fuji Grand Natalie, Luz Omori, Mallage Saga, Mallage Shobu, One's Mall, and Torius – out of which five are located in the Greater Tokyo area. CRT's portfolio of assets in Japan allows it to create a core portfolio of stable income generating assets that serves as a foundation for CRT to pursue development and acquisition opportunities in the Asia-Pacific region, including Japan, to generate long-term capital value and long-term returns. CRT was awarded by FinanceAsia as 'Best Small-cap Company in Singapore' in its Best Managed Companies Poll for 2014. CRT is part of the FTSE ST Small Cap Index, the TR/GPR/ APREA Composite Index, FTSE Real Estate Index and the FTSE REIT index. For more information on CRT, please visit www.croesusretailtrust.com.

About Blackstone

Blackstone is one of the largest institutional real estate investors in the world. With offices in the United States of America, Europe and Asia, as of 31 December 2016, Blackstone manages US\$102 billion of equity for real estate investments. Since 2004, Blackstone has completed over 20 public company real estate acquisitions with a combined transaction value in excess of US\$110 billion (including Hilton Hotels, Equity Office Properties Trust, Trizec Properties, Spirit Group, CarrAmerica Realty, CenterParcs UK, MeriStar Hospitality, La Quinta, Wyndham International, NHP PLC, Boca Resorts, Prime Hospitality, Extended Stay America, Savoy Hotels, Valad Property Group, Tysan Holdings Ltd., Japan Residential Investment Company, Strategic Hotels & Resorts and Biomed Realty Trust). Blackstone is also one of the largest retail owners in the world, with investments in 563 properties globally and 15 properties totaling 6.5 million square feet in Asia (as of 30 September 2016). Blackstone also has significant experience in executing transactions and has completed acquisitions with an aggregate value of over US\$3 billion in Japan (as of 31 December 2016).