

SGX ANNOUNCEMENT

7 June 2021



(a real estate investment trust constituted on 28 January 2019
under the laws of the Republic of Singapore)

(Managed by Lendlease Global Commercial Trust Management Pte. Ltd.)

ACQUISITION OF STAKE IN JEM VIA

- (I) **53.0% OF THE SHARES IN LENDLEASE JEM PARTNERS FUND LIMITED; AND**
- (II) **5.0% to 19.8% OF THE SHARES IN LENDLEASE ASIAN RETAIL INVESTMENT FUND 3 LIMITED**

DBS Bank Ltd. is the Sole Financial Adviser and Issue Manager for the initial public offering of Lendlease Global Commercial REIT (the “Offering”). DBS Bank Ltd. and Citigroup Global Markets Singapore Pte. Ltd. were the joint global coordinators, bookrunners and underwriters for the Offering.

1. Executive Summary

1.1 Lendlease Global Commercial REIT (“LREIT”) proposes to acquire:

- (a) 53.0% of the total issued share capital in Lendlease Jem Partners Fund Limited (“LLJP”, and 53.0% of the total issued share capital in LLJP, the “**LLJP Sale Shares**”); and
- (b) 5.0% to 19.8% of the total issued share capital in Lendlease Asian Retail Investment Fund 3 Limited (“ARIF3”, and 5.0% to 19.8% of the total issued share capital in ARIF3, the “**ARIF3 Sale Shares**”),

at a purchase consideration of S\$204.1 million to S\$337.3 million¹. LLJP and ARIF3 hold a 25.0% indirect interest and a 75.0% indirect interest respectively in the property known as Jem, located at 50 and 52 Jurong Gateway Road, Singapore (the “**Property**”).

¹ Subject to relevant post-completion adjustments, and based on the assumption that the purchase consideration payable to the Third Party ARIF3 Vendors (as defined herein) will not be more than the net asset value (the “**NAV**”) per share of ARIF3.

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1.2 Key benefits to unitholders of LREIT (“**Unitholders**”) include:

- (a) Strategically located asset with attractive market fundamentals;
- (b) Resilient suburban asset with strong sustainability credentials;
- (c) Quality portfolio with improved diversification;
- (d) Distribution per Unit (the “**DPU**”) accretive; and
- (e) Strategic move for future pipeline.

2. Introduction

2.1 Acquisition

Lendlease Global Commercial Trust Management Pte. Ltd., as manager of LREIT (the “**Manager**”), is pleased to announce the following acquisitions:

(a) Acquisition of LLJP Sale Shares

RBC Investor Services Trust Singapore Limited, in its capacity as trustee of LREIT (the “**Trustee**” or the “**Purchaser**”), has on 7 June 2021 entered into:

- (i) a share purchase agreement with two funds advised by affiliates of UBS Asset Management AG (the “**UBS Funds**”) and Aviva Ltd. (“**Aviva**”) to acquire 45.0% of the total issued share capital in LLJP (the “**LLJP Share Capital**”) from them (the “**LLJP UBS Aviva SPA**”); and
- (ii) a share purchase agreement with Sumitomo Mitsui Banking Corporation (“**SMBC**”, and together with the UBS Funds and Aviva, the “**LLJP Vendors**”) to acquire 8.0% of the LLJP Share Capital from SMBC (the “**LLJP SMBC SPA**”).

Under the LLJP UBS Aviva SPA and the LLJP SMBC SPA, the Purchaser is entitled to nominate a wholly-owned subsidiary to acquire the LLJP Sale Shares.

The purchase consideration for the LLJP Sale Shares will be S\$159.1 million, subject to post-completion adjustments (the “**LLJP Purchase Consideration**”).

(b) Acquisition of ARIF3 Sale Shares

The Purchaser has on 7 June 2021 entered into a share purchase agreement (the

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“**ARIF3 LLI SPA**”) with Lendlease International Pty Limited (“**LLI**”), a direct wholly-owned subsidiary of Lendlease Corporation Limited (the “**Sponsor**”), to acquire up to 5.0% of the total issued share capital in ARIF3 (the “**ARIF3 Share Capital**”) from LLI.

The Purchaser intends to acquire up to 19.8% of the ARIF3 Share Capital from one or more of the other existing shareholders of ARIF3 who are not related to LREIT (the “**Third Party ARIF3 Vendors**”) if such Third Party ARIF3 Vendors decide to offer their ARIF3 shares for sale in accordance with the bye-laws of ARIF3. To the extent that LREIT cannot acquire up to 19.8% of the ARIF3 Share Capital from the Third Party ARIF3 Vendors by 31 October 2021, LREIT will acquire the shortfall from LLI pursuant to the ARIF3 LLI SPA, up to a maximum of 5.0% of the ARIF3 Share Capital. In the event that the Third Party ARIF3 Vendors do not offer any of their ARIF3 shares for sale in accordance with the bye-laws of ARIF3, LREIT will acquire 5.0% of the ARIF3 Share Capital from LLI under the ARIF3 LLI SPA. Please refer to paragraph 3.3 of this announcement for further details on the structure of the proposed acquisition.

The acquisition of the ARIF3 Sale Shares is for a total purchase consideration of S\$45.0 million to S\$178.2 million², subject to relevant post-completion adjustments (the “**ARIF3 Purchase Consideration**”, and together with the LLJP Purchase Consideration, the “**Purchase Consideration**”).

The proposed acquisition of the LLJP Sale Shares and the ARIF3 Sale Shares shall collectively be referred to as the “**Acquisition**” and LLJP and ARIF3 shall collectively be referred to as the “**Target Companies**”. The LLJP Vendors are third party vendors not related to LREIT.

The investments in the Target Companies would be classified as an investment in real estate-related assets under Appendix 6 of the Code on Collective Investment Schemes issued by the Monetary Authority of Singapore (the “**MAS**”, and Appendix 6, the “**Property Funds Appendix**”). The Property Funds Appendix defines “real estate-related assets” to mean listed or unlisted debt securities and listed shares of or issued by property corporations, mortgage-backed securities, other property funds, and assets incidental to the ownership of real estate (e.g. furniture). The Target Companies would be considered as property funds. Under Paragraph 7 of the Property Funds Appendix, LREIT must invest at least 75.0% of its deposited property³ in income-producing real estate with the remaining permitted to be

² Based on the assumption that the purchase consideration payable to the Third Party ARIF3 Vendors will not be more than the NAV per share of ARIF3.

³ Under the Property Funds Appendix, “**deposited property**” means the value of the property fund’s total assets based on the latest valuation. For the avoidance of doubt, LREIT’s total deposited property excludes non-controlling interests.

invested in real estate-related assets up to a maximum of 25.0% of the deposited properties.

Based on LREIT's existing portfolio (the "**Existing Portfolio**"), 92.3% of LREIT's total deposited property is considered income-producing real estate as at 31 December 2020. Following completion of the proposed Acquisition, 75.9% of LREIT's total deposited property will be considered income-producing real estate⁴. Accordingly, LREIT will continue to comply with Paragraph 7 of the Property Funds Appendix.

2.2 Interested Person Transaction and Interested Party Transaction

(a) Related Party Transactions

Under Chapter 9 of the listing manual of Singapore Exchange Securities Trading Limited (the "**SGX-ST**", and the listing manual of the SGX-ST, the "**Listing Manual**"), where LREIT proposes to enter into a transaction with an interested person and the value of the transaction (either in itself or when aggregated with the value of other transactions, each of a value equal to or greater than S\$100,000, with the same interested person during the same financial year) is equal to or exceeds 5.0% of the LREIT Group's⁵ latest audited net tangible assets ("**NTA**"), Unitholders' approval is required in respect of the transaction.

Paragraph 5.2(b) of the Property Funds Appendix also imposes a requirement for Unitholders' approval for an interested party transaction by LREIT whose value (either in itself or when aggregated with the value of other transactions with the same interested party during the current financial year) is equal to or exceeds 5.0% of the LREIT Group's latest audited NAV.

Based on the FY2020 Audited Financial Statements (as defined herein), the audited NTA and NAV of the LREIT Group attributable to Unitholders was S\$992.3 million as at 30 June 2020. Accordingly, if the value of a transaction which is proposed to be entered into in the current financial year by LREIT with an interested person is, either in itself or in aggregation with all other earlier transactions (each of a value equal to or greater than S\$100,000) entered into with the same interested person during the current financial year, equal to or in excess of S\$49.6 million, such a transaction would be subject to Unitholders' approval under Rule 906(1) of the Listing Manual and Paragraph 5.2(b) of the Property Funds Appendix.

⁴ Based on the assumption that 19.8% of the ARIF3 Share Capital is acquired. Note that if 5.0% of the ARIF3 Share Capital is acquired, 78.1% of LREIT's total deposited property will be considered income-producing real estate.

⁵ "**LREIT Group**" means LREIT and its subsidiaries.

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As at the date of this announcement, save for the relevant proposed Acquisition, the value of all “interested person transactions” entered into between LREIT and the Sponsor Group⁶ and its associates during the course of the current financial year ending 30 June 2021 up to the date of this announcement that are subject to disclosure under Chapter 9 of the Listing Manual is approximately S\$47.6 million (which is approximately 4.8% of the latest audited NTA and NAV of the LREIT Group as at 30 June 2020).

(b) The Sponsor

As at the date of this announcement, the Sponsor holds an aggregate direct and indirect interest in 305,639,040 Units, which is equivalent to approximately 25.9% of the total number of Units in issue as at the date of this announcement, and is therefore regarded as a “controlling unitholder” of LREIT for the purposes of both the Listing Manual and the Property Funds Appendix. In addition, as the Manager is an indirectly wholly-owned subsidiary of the Sponsor, the Sponsor is therefore regarded as a “controlling shareholder” of the Manager for the purposes of both the Listing Manual and the Property Funds Appendix. As such, the Sponsor is considered (under Chapter 9 of the Listing Manual) an “interested person” of LREIT and (under the Property Funds Appendix) an “interested party” of LREIT.

(c) The Proposed Acquisition

In relation to the proposed Acquisition, as the Target Companies are managed by Lendlease Investment Management Pte. Ltd. (“LLIM”), which is an indirect wholly-owned subsidiary of the Sponsor, and LLI is a direct wholly-owned subsidiary of the Sponsor, the Manager is regarding the proposed Acquisition as an “interested person transaction” under Chapter 9 of the Listing Manual, as well as an “interested party transaction” under the Property Funds Appendix, in respect of which the specific approval of the Unitholders is required.

Given that the aggregate value of the Purchase Consideration of S\$204.1 million to S\$337.3 million⁷ (which is 20.6% to 34.0% of the audited NTA of the LREIT Group and of the audited NAV attributable to Unitholders as at 30 June 2020) exceeds 5.0% of the LREIT Group’s latest audited NTA, the proposed Acquisition is subject to the approval of the Unitholders pursuant to Rule 906(1)(a) of the Listing Manual and Paragraph 5.2(b) of the Property Funds Appendix.

A circular (the “Circular”) will be issued to the Unitholders in due course, together

⁶ “Sponsor Group” means the Sponsor and its subsidiaries.

⁷ Subject to relevant post-completion adjustments, and based on the assumption that the purchase consideration payable to the Third Party ARIF3 Vendors will not be more than the NAV per share of ARIF3.

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with a notice of extraordinary general meeting (“**EGM**”), for the purpose of seeking the approval of Unitholders for, among others, the proposed Acquisition.

3. The Acquisition

3.1 Information on the Property

Jem

50 and 52 Jurong Gateway Road, Singapore



Description

The Property is an integrated office and retail asset located in Jurong Gateway, the commercial hub of the Jurong Lake District. It is situated next to the Jurong East mass rapid transport (“**MRT**”) station and bus interchange. It is one of the largest suburban malls in Singapore with retail space across six levels. It also comprises 12 levels of office space which has been fully leased to the Ministry of National Development of Singapore (“**MND**”).

The Property enjoys direct connectivity to both the Jurong East MRT station and bus interchange and is near amenities such as the Ng Teng Fong General Hospital and Jurong Regional Library.

The Property is the first mixed-use asset in Singapore to be awarded the Green Mark Platinum version 4 and received the Building and Construction Authority’s Universal Design

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Mark Gold Plus Design Award. LLJP was ranked first in the Asia Retail (Unlisted) category of the 2020 Global Real Estate Sustainability Benchmark rankings for strong leadership in sustainability.

As at 31 March 2021, the Property has a net lettable area (“**NLA**”) of about 892,000 square feet. Its retail and office space (by NLA) account for 65.1% and 34.9%, respectively. Anchor tenants within the retail space include FairPrice Xtra (a hypermarket), Cathay Cineplexes (one of the largest cinema multiplex in western Singapore) and Don Don Donki. Other major retail tenants include H&M, Koufu, Uniqlo, and Courts. On 29 April 2021, IKEA has also opened its small concept store in the Property – the very first in Southeast Asia.

The table below sets out a summary of selected information on the Property as at 31 March 2021, unless otherwise stated.

Title	Leasehold of 99 years commencing from 27 September 2010
GFA⁽¹⁾ (sq ft⁽²⁾)	1,164,336
NLA (sq ft)	892,148
Number of Storeys	Retail: 6 Office: 12
Committed Occupancy	99.7%
Weighted Average Lease Expiry by GRI (years)	6.5
Independent Valuation by Jones Lang LaSalle Property Consultants Pte Ltd (“JLL”) (as at 30 April 2021) ⁽³⁾	S\$2,085 million
Independent Valuation by CBRE Pte. Ltd. (“CBRE”) (as at 30 April 2021) ⁽⁴⁾	S\$2,061 million
Agreed Property Value	S\$2,077 million
Agreed Property Value per sq ft of NLA	S\$2,328
Capitalisation Rate adopted in the Independent Valuations	Retail: 4.50% Office: 3.50%
NPI⁽⁵⁾ (FY2021⁽⁶⁾)	S\$81.9 million
NPI Yield Based on Agreed Property Value (FY2021)	3.9%

Notes:

- (1) "GFA" refers to gross floor area.
- (2) "sq ft" refers to square feet.
- (3) JLL relied on the capitalisation approach and discounted cash flow methods of valuation.
- (4) CBRE relied on the capitalisation approach and discounted cash flow methods of valuation.
- (5) "NPI" refers to net property income forecasted for the relevant period.
- (6) "FY2021" refers to the financial year ending 30 June 2021.

3.2 Information on the Target Companies

The Target Companies are private funds which are set up as companies incorporated in Bermuda. The two private funds indirectly (through layers of companies) jointly own the Property. The Target Companies do not invest in other real estate assets save for the Property, and are managed by LLIM, an indirect wholly-owned subsidiary of the Sponsor.

3.3 Structure of the Proposed Acquisition

LREIT currently holds an indirect interest in the Property through its 5.0% interest in ARIF3.

Upon completion of the proposed Acquisition, LREIT will hold:

- (i) a 53.0% interest in LLJP;
- (ii) a 10.0% to 24.8% interest in ARIF3 (after taking into account LREIT's existing 5.0% interest in ARIF3); and
- (iii) an effective 20.8% to 31.8% indirect interest in the Property⁸.

(a) Acquisition of LLJP Sale Shares

The Trustee has entered into:

- (i) the LLJP UBS Aviva SPA with the UBS Funds and Aviva to acquire 45.0% of the LLJP Share Capital from them; and
- (ii) the LLJP SMBC SPA with SMBC to acquire 8.0% of the LLJP Share Capital from SMBC.

(b) Acquisition of ARIF3 Sale Shares

⁸ Effective indirect interest is computed based on the summation of LREIT's shareholdings in LLJP and ARIF3 in percentage terms, multiplied by 25% and 75% respectively.

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Pursuant to the bye-laws of ARIF3, in the event of a proposed sale of ARIF3 shares by an existing ARIF3 shareholder to a third party, each of the shareholders of ARIF3 has a pre-emption right to acquire such sale shares in proportion to its shareholding in ARIF3. In addition, LLI may also nominate LREIT to acquire its proportion of such sale shares. The Purchaser is proposing to exercise its pre-emption right to acquire its entitlement of the ARIF3 shares as well as LLI's entitlement, in accordance with the bye-laws of ARIF3 should any of the Third Party ARIF3 Vendors decide to put up their ARIF3 shares for sale before or during the upcoming "liquidity window" under the bye-laws of ARIF3 (currently expected to be the period from 6 August 2021 to 6 September 2021).

As LREIT is considered a closely held entity of LLI under the bye-laws of ARIF3, a proposed sale by LLI to LREIT of its ARIF3 shares will not trigger the aforementioned pre-emption right.

Accordingly, the scenarios for the Purchaser's proposed acquisition of the ARIF3 Sale Shares are as follows:

(i) **Scenario 1: Acquisition of 19.8% of the ARIF3 Share Capital from the Third Party ARIF3 Vendors only**

In the event that the Third Party ARIF3 Vendors elect to sell all their ARIF3 shares and only LREIT and LLI exercise their aforementioned pre-emption rights to acquire such shares, the maximum number of ARIF3 shares that LREIT will seek to acquire from the Third Party ARIF3 Vendors (arising from LREIT's existing shareholding in ARIF3 as well as the shareholding of LLI (and who has agreed to nominate LREIT to take up its entitlement)) will comprise 19.8% of the ARIF3 Share Capital. In such a case, LREIT will not acquire any shares from LLI under the ARIF3 LLI SPA.

(ii) **Scenario 2: Acquisition of between 5.0% and up to 19.8% of the ARIF3 Share Capital from the ARIF3 Vendors**

In the event that the Third Party ARIF3 Vendors elect to sell all their ARIF3 shares and any of the other shareholders in ARIF3 exercises its aforementioned pre-emption rights to acquire the Third Party ARIF3 Vendors' shares in proportion to its shareholdings in ARIF3, and LREIT is unable to acquire a total of 19.8% of the ARIF3 Share Capital by 31 October 2021, LREIT will acquire the maximum number of ARIF3 shares that LREIT is entitled to acquire from the Third Party ARIF3 Vendors (arising from LREIT's and LLI's entitlements). Assuming the Third Party ARIF3 Vendors elect to sell 19.8% of the ARIF3 Share Capital, and all the other shareholders in ARIF3

exercise their aforementioned pre-emption rights, the maximum number of ARIF3 shares that LREIT is entitled to acquire (including LLI's entitlement) from the Third Party ARIF3 Vendors is 4.9% of the ARIF3 Share Capital.

To the extent that LREIT cannot acquire up to 19.8% of the ARIF3 Share Capital from the Third Party ARIF3 Vendors by 31 October 2021, LREIT will acquire the shortfall from LLI pursuant to the ARIF3 LLI SPA, up to a maximum of 5.0% of the ARIF3 Share Capital. Therefore, LREIT may acquire between 9.9% and up to 19.8% of the ARIF3 Share Capital from a combination of the Third Party ARIF3 Vendors and LLI.

By way of illustration, if LREIT is only able to acquire 66,511 ARIF3 shares comprising 14.8% of the ARIF3 Share Capital from the Third Party ARIF3 Vendors, an additional 22,485 ARIF3 shares comprising 5.0% of the ARIF3 Share Capital will be acquired from LLI to acquire a total of 88,996 ARIF3 shares comprising 19.8% of the ARIF3 Share Capital.

In the event that the Third Party ARIF3 Vendors do not offer any of their ARIF3 shares for sale in accordance with the bye-laws of ARIF3, LREIT will acquire 5.0% of the ARIF3 Share Capital from LLI under the ARIF3 LLI SPA.

4. Principal Terms of the Acquisition

4.1 Purchase Consideration for the Acquisition

The LLJP Purchase Consideration payable by the Purchaser of approximately S\$159.1 million comprises:

- (i) under the LLJP UBS Aviva SPA, 45.0% of the NAV of LLJP as at 31 March 2021, subject to post-completion adjustments up to the completion date; and
- (ii) under the LLJP SMBC SPA, 8.0% of the NAV of LLJP as at 31 March 2021, subject to post-completion adjustments up to the completion date.

The ARIF3 Purchase Consideration payable by the Purchaser of approximately S\$45.0 million to S\$178.2 million⁹ comprises:

- (i) under the ARIF3 LLI SPA, up to 5.0% of the NAV of ARIF3 as at 31 March 2021, subject to post-completion adjustments up to the completion date; and

⁹ Based on the assumption that the purchase consideration payable to the Third Party ARIF3 Vendors will not be more than the NAV per share of ARIF3.

- (ii) in accordance with the bye-laws of ARIF3, up to 19.8% of the NAV of ARIF3 as at the date of transfer.

4.2 Valuation

The Trustee has commissioned an independent valuer, JLL, and the Manager has commissioned an independent valuer, CBRE, to respectively value the Property.

The agreed property value for the Property, which was negotiated on a willing-buyer and willing-seller basis with reference to the independent valuations by JLL and CBRE (the “**Independent Valuers**”), is S\$2,077 million (the “**Agreed Property Value**”), which is at a discount of approximately 0.4% to the higher of the two independent valuations of the Property as at 30 April 2021.

The valuations of the Property are set out in paragraph 3.1 above. The valuation methods used by the Independent Valuers were the capitalisation approach and discounted cash flow methods.

4.3 Estimated Total Transaction Cost

The estimated total cost of the proposed Acquisition (the “**Total Acquisition Cost**”) is approximately S\$211.7 million to S\$347.1 million, comprising:

- (i) the Purchase Consideration of S\$204.1 million to S\$337.3 million¹⁰;
- (ii) the acquisition fee¹¹ payable to the Manager for the proposed Acquisition (the “**Acquisition Fee**”) pursuant to the trust deed dated 28 January 2019 constituting LREIT (as amended, restated and supplemented) (the “**Trust Deed**”) of approximately S\$2.0 million to S\$3.4 million¹²; and
- (iii) the estimated professional and other fees and expenses incurred or to be incurred by LREIT in connection with the Acquisition of up to S\$6.4 million.

¹⁰ Subject to relevant post-completion adjustments, and based on the assumption that the purchase consideration payable to the Third Party ARIF3 Vendors will not be more than the NAV per share of ARIF3.

¹¹ As the proposed Acquisition is an “interested party transaction” under the Property Funds Appendix, the Acquisition Fee will be in the form of Units (“**Acquisition Fee Units**”) which shall not be sold within one year of the date of issuance in accordance with Paragraph 5.7 of the Property Funds Appendix.

¹² The Acquisition Fee in respect of the proposed Acquisition is 1.0% of the Purchase Consideration.

4.4 Principal Terms of the LLJP UBS Aviva SPA

In connection with the proposed Acquisition, the Purchaser has entered into the LLJP UBS Aviva SPA with the UBS Funds and Aviva to acquire 45.0% of the LLJP Share Capital from them.

The principal terms of the LLJP UBS Aviva SPA include, among others, the following conditions precedent:

- (a) the prior written approval of the Bermuda Monetary Authority for the acquisition of 45.0% of the LLJP Share Capital by the Purchaser; and
- (b) the passing of a resolution at an extraordinary general meeting of the Unitholders to approve the proposed acquisition of 45.0% of the LLJP Share Capital.

Further details regarding the LLJP UBS Aviva SPA will be disclosed in the Circular.

4.5 Principal Terms of the LLJP SMBC SPA

In connection with the proposed Acquisition, the Purchaser has entered into the LLJP SMBC SPA, which is on substantially the same terms as the LLJP UBS Aviva SPA, with SMBC to acquire 8.0% of the LLJP Share Capital from SMBC.

The principal terms of the LLJP SMBC SPA include, among others, the following conditions precedent:

- (a) the prior written approval of the Bermuda Monetary Authority for the acquisition of 8.0% of the LLJP Share Capital by the Purchaser; and
- (b) the passing of a resolution at an extraordinary general meeting of the Unitholders to approve the proposed acquisition of 8.0% of the LLJP Share Capital.

Further details regarding the LLJP SMBC SPA will be disclosed in the Circular.

4.6 Principal Terms of the ARIF3 LLI SPA

In connection with the proposed Acquisition, the Purchaser has entered into the ARIF3 LLI SPA with LLI to acquire up to 5.0% of the ARIF3 Share Capital from LLI.

The principal terms of the ARIF3 LLI SPA include, among others, the following conditions precedent:

- (a) (where the aggregate of 5.0% of the ARIF3 Share Capital, any other shares in ARIF3 proposed to be acquired by the Purchaser and the Purchaser's existing shareholding in ARIF3 exceeds 10.0% of the ARIF3 Share Capital) the prior written approval of the

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Bermuda Monetary Authority for the acquisition of 5.0% of the ARIF3 Share Capital by the Purchaser; and

- (b) the passing of a resolution at an extraordinary general meeting of the Unitholders to approve the proposed acquisition of 5.0% of the ARIF3 Share Capital.

Further details regarding the ARIF3 LLI SPA will be disclosed in the Circular.

4.7 Payment of Acquisition Fee in Units

The Manager shall be paid the Acquisition Fee of approximately S\$2.0 million to S\$3.4 million for the proposed Acquisition pursuant to the Trust Deed. As the proposed Acquisition will constitute an “interested party transaction” under Paragraph 5 of the Property Funds Appendix, the Acquisition Fee¹³ payable to the Manager in respect of the Acquisition will be in the form of the Acquisition Fee Units, which shall not be sold within one year from the date of issuance.

Based on an illustrative issue price of S\$0.77 per Acquisition Fee Unit, the number of Acquisition Fee Units issued shall be approximately 2.7 million Units to 4.4 million Units.

4.8 Completion of the Acquisition

Completion of the Acquisition is expected to take place by 30 September 2021. The completion of the acquisition of the ARIF3 Sale Shares and the LLJP Sale Shares may take place on different dates. Accordingly, it is possible that LREIT may complete the acquisition of either the ARIF3 Sale Shares or the LLJP Sale Shares but not complete the acquisition of the other set of sale shares if the conditions (as described in paragraphs 4.4 to 4.6 above) are not satisfied.

¹³ Based on the Trust Deed, when the Acquisition Fee is paid in the form of Units, the Manager shall be entitled to receive such number of Units as may be purchased for the relevant amount of the Acquisition Fee at the prevailing market price of a Unit being the volume weighted average price (“**VWAP**”) for a Unit for all trades on the SGX-ST for the period of 10 business days immediately preceding the relevant business day on which the Acquisition Fee is paid.

5. Rationale for the Proposed Acquisition

The Manager believes that the Acquisition will bring the following key benefits to Unitholders:

5.1 Strategically located asset with attractive market fundamentals

- (a) Strategic location with strong catchment
 - (i) Located in the heart of Jurong Gateway and the Jurong East Regional Centre, which serves the entire west region of Singapore (the “**West Region**”).
 - (ii) The region is the primary destination retail and business centre for the western and northwest parts of Singapore.
 - (iii) It enjoys strong catchment from the estimated population of 1.1 million residents.¹⁴
 - (iv) Residents in the West Region have higher disposable income. The West Region’s estimated average annual household income of S\$115,806 as of 2020 is 5.0% higher than the national average of S\$110,258 for the same period.¹⁴
- (b) Positioned to capitalise on future development plans
 - (i) Future Jurong Region MRT Line and the new Jurong East Integrated Transport Hub in 2029 will enhance connectivity in Jurong East and drive consumer traffic into Jurong Gateway.
 - (ii) Jurong Innovation District, an advanced manufacturing hub across over 600 hectares, will create over 95,000 new jobs when it is completed in 2022.¹⁴
 - (iii) Upcoming Tengah Forest Town will complement the Jurong Lake District and Jurong Innovation District, adding 42,000 new homes upon completion.¹⁴

5.2 Resilient suburban asset with strong sustainability credentials

- (a) Suburban retail in Singapore remains a resilient segment

¹⁴ Source: Colliers International Consultancy & Valuation (Singapore) Pte Ltd

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- (i) The Property has established itself as a dominant retail mall in the West of Singapore and is one of Jurong Gateway's best performing retail and office mixed-use assets.
 - (ii) The ability to achieve rapid replacement of former Robinsons department store space by IKEA's first small concept store in Southeast Asia is a strong testament of the Property's attractiveness as a retail destination.
 - (iii) The Property is well-tenanted with a high committed occupancy of 99.7% as at 31 March 2021. Essential services trade mix such as food and beverage, services, supermarket and hypermarket, and beauty and health account for 58% of its net lettable area.¹⁴
- (b) Stable office component fully leased to Government Ministry
- (i) The Property is strategically located with direct access to the Jurong East MRT station.
 - (ii) The office component is fully leased to the MND for a long lease term of 30 years¹⁵, with a remaining lease term of approximately 24 years as at 31 March 2021.
 - (iii) With the expected office decentralisation trend as a result of the COVID-19 pandemic and the adoption of remote working, the Property will be particularly well-positioned as it provides conveniently located good quality office spaces near residential communities.
- (c) Strong sustainability credentials
- (i) Building and Construction Authority ("BCA") Green Mark Platinum Award
 - (ii) BCA Universal Design Mark Gold Plus
 - (iii) Regional Sector Leader and 1st in the 2020 Global Real Estate Sustainability Benchmark (GRESB) rankings under the Asia Retail (Non-Listed) category¹⁶

5.3 Quality portfolio with improved diversification

¹⁵ MND's 30-year lease commenced in 2014 and includes option terms.

¹⁶ 1st and 2nd place rankings obtained while held under LLJP and ARIF3 respectively.

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- (a) LREIT's portfolio size will increase by approximately 18% to S\$1.8 billion.¹⁷
- (b) The single largest asset would represent no more than 56%¹⁸ of the aggregate value of LREIT's enlarged portfolio.
- (c) The enlarged portfolio will also benefit from increased exposure to the suburban retail segment, which has demonstrated greater resilience during the COVID-19 pandemic.
- (d) LREIT's exposure in the resilient suburban retail segment will increase significantly by 13.9%.¹⁹

5.4 DPU accretive

- (a) The proposed acquisition will be 3.6% and 3.0% DPU accretive based on the *pro forma* effects for the financial period from 2 October 2019 (listing date) to 30 June 2020 ("**FY2020**") and the 6-month period from 1 July 2020 to 31 December 2020 ("**1H FY2021**") respectively.²⁰

5.5 Strategic move for future pipeline

- (a) The Acquisition results in an effective 20.8% to 31.8% indirect interest in the Property and will provide LREIT with increased pre-emptive rights, which all existing investors have in the Target Companies.
- (b) This may provide opportunities to LREIT to potentially increase its strategic stake in the Target Companies (and indirect interest in the Property) over time if other investors divest their interests in the Target Companies.

¹⁷ Based on the assumption that 19.8% of the ARIF3 Share Capital is acquired. Note that if 5.0% of the ARIF3 Share Capital is acquired, then LREIT's portfolio size will increase to approximately S\$1.7 billion.

¹⁸ Based on the assumption that 19.8% of the ARIF3 Share Capital is acquired. Note that if 5.0% of the ARIF3 Share Capital is acquired, then the *pro forma* single largest asset would represent no more than 60% of the aggregate value of LREIT's enlarged portfolio.

¹⁹ Based on the assumption that 19.8% of the ARIF3 Share Capital is acquired. Note that if 5.0% of the ARIF3 Share Capital is acquired, then LREIT's exposure in the resilient suburban retail segment will increase to 11.3%.

²⁰ Based on the assumption that 19.8% of the ARIF3 Share Capital is acquired. Note that if 5.0% of the ARIF3 Share Capital is acquired, then the *pro forma* financial effects on DPU for FY2020 and 1H FY2021 will illustrate a 1.6% and 1.3% DPU accretion respectively. Please refer to the assumptions set out in paragraph 7 of this announcement.

6. Method of Financing

The Manager intends to finance the Total Acquisition Cost (excluding the Acquisition Fee Units) through its existing cash balance, debt facilities, proceeds from issuance of perpetual securities and/or such other methods of financing as the Manager may determine.

The final decision regarding the funding mix for the Total Acquisition Cost will be made by the Manager at the appropriate time taking into account the then prevailing market conditions, interest rate environment, and availability of funding options while maintaining an optimal level of gearing.

7. Pro Forma Financial Effects

FOR ILLUSTRATIVE PURPOSES ONLY: The *pro forma* financial effects of the proposed Acquisition on the DPU, the NAV per Unit and capitalisation presented below are strictly for illustrative purposes and are prepared based on LREIT Group's latest audited financial statements for FY2020 (the "**FY2020 Audited Financial Statements**") and the unaudited financial statements for 1H FY2021, taking into account the Agreed Property Value, and assuming that:

- (i) the effect of the Acquisition on LREIT Group's DPU for FY2020 is based on the assumption that the Acquisition had been effected at the beginning of the reporting period on 2 October 2019 (being the listing date of LREIT), and for 1H FY2021 is based on the assumption that the Acquisition had been effected at the beginning of the reporting period on 1 July 2020;
- (ii) the effect of the Acquisition on LREIT Group's NAV per Unit for FY2020 is based on the assumption that the Acquisition had been effected at the end of FY2020, and for 1H FY2021 is based on the assumption that the Acquisition had been effected at the end of 1H FY2021;
- (iii) approximately 4.4 million Acquisition Fee Units are issued;
- (iv) no new Units are issued (other than the Acquisition Fee Units); and
- (v) existing cash balance, debt facilities and proceeds from issuance of perpetual securities are used to finance the Acquisition, including paying the estimated professional and other fees and expenses incurred or to be incurred by LREIT in connection with the Acquisition.

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7.1 Pro Forma DPU

FOR ILLUSTRATIVE PURPOSES ONLY

The following tables set out the *pro forma* financial effects of the proposed Acquisition on LREIT's DPU for FY2020 and 1H FY2021, as if the proposed Acquisition was completed on 2 October 2019 for FY2020 and 1 July 2020 for 1H FY2021, and LREIT held the Property through to 30 June 2020 or 31 December 2021 (as the case may be):

Pro Forma effects of the proposed Acquisition for FY2020	Effects of the Acquisition ⁽¹⁾	
	Before the Acquisition ⁽¹⁾	After the Acquisition ⁽¹⁾
Net Property Income (S\$ million)	40.3	40.3
Profit before tax and change in fair value (S\$ million) ⁽²⁾	15.8	22.9
Distributable Income (S\$ million)	35.7	37.0
Weighted Average Units in issue (million)	1,164.6	1,168.9
DPU (cents) ⁽³⁾	3.05	3.16
DPU Accretion (%)	-	3.6

Notes:

- (1) Based on the assumption that 19.8% of the ARIF3 Share Capital is acquired. Note that if 5.0% of the ARIF3 Share Capital is acquired, then the *pro forma* financial effects will instead be: Profit before tax and change in fair value of S\$19.6 million, Distributable Income of S\$36.2 million, Weighted Average Units in Issue of 1,167.2 million, DPU of 3.10 cents and DPU Accretion of 1.6%.
- (2) Assumes LREIT Group's Profit before tax and change in fair value takes into account share of profits from associates of the proposed Acquisition.
- (3) Assumes the additional Acquisition Fee Units are issued at the beginning of the reporting period on 2 October 2019.

Pro Forma effects of the proposed Acquisition for 1H FY2021	Effects of the Acquisition ⁽¹⁾	
	Before the Acquisition ⁽¹⁾	After the Acquisition ⁽¹⁾
Net Property Income (S\$ million)	30.4	30.4
Profit before tax and change in fair value (S\$ million) ⁽²⁾	5.3	10.1
Distributable Income (S\$ million)	27.5	28.4
Weighted Average Units in issue (million)	1,173.0	1,177.4

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Pro Forma effects of the proposed Acquisition for 1H FY2021	Effects of the Acquisition⁽¹⁾	
	Before the Acquisition⁽¹⁾	After the Acquisition⁽¹⁾
DPU (cents) ⁽³⁾	2.34	2.41
DPU Accretion (%)	-	3.0

Notes:

- (1) Based on the assumption that 19.8% of the ARIF3 Share Capital is acquired. Note that if 5.0% of the ARIF3 Share Capital is acquired, then the *pro forma* financial effects will instead be: Profit before tax and change in fair value of S\$7.9 million, Distributable Income of S\$27.9 million, Weighted Average Units in Issue of 1,175.7 million, DPU of 2.37 cents and DPU Accretion of 1.3%.
- (2) Assumes LREIT Group's Profit before tax and change in fair value takes into account share of profits from associates of the proposed Acquisition.
- (3) Assumes the additional Acquisition Fee Units are issued at the beginning of the reporting period on 1 July 2020.

7.2 Pro Forma NAV

The following table sets out the *pro forma* financial effects of the proposed Acquisition on the NAV per Unit as at 30 June 2020 and 31 December 2020, as if LREIT had completed the proposed Acquisition on those dates:

Pro Forma effects of the proposed Acquisition as at 30 June 2020	Effects of the Acquisition⁽¹⁾	
	Before the Acquisition⁽¹⁾	After the Acquisition⁽¹⁾
NAV (S\$ million) ⁽²⁾	992.3	1,334.7
Units in issue (million)	1,171.8	1,176.2
NAV per Unit (S\$)	0.85	0.85

Notes:

- (1) Based on the assumption that 19.8% of the ARIF3 Share Capital is acquired. Note that if 5.0% of the ARIF3 Share Capital is acquired, then the *pro forma* financial effects will instead be: NAV of S\$1,333.3 million, Units in issue of 1,174.4 million and NAV per Unit of S\$0.85.
- (2) Based on the assumption that perpetual securities in issue and non-controlling interests from LLJP is accounted for under the NAV.

Pro Forma effects of the proposed Acquisition as at 31 December 2020	Effects of the Acquisition⁽¹⁾	
	Before the Acquisition⁽¹⁾	After the Acquisition⁽¹⁾
NAV (S\$ million) ⁽²⁾	995.0	1,337.4
Units in issue (million)	1,177.1	1,181.5
NAV per Unit (S\$)	0.85	0.84

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Notes:

- (1) Based on the assumption that 19.8% of the ARIF3 Share Capital is acquired. Note that if 5.0% of the ARIF3 Share Capital is acquired, then the *pro forma* financial effects will instead be: NAV of S\$1,336.1 million, Units in issue of 1,179.8 million and NAV per Unit of S\$0.85.
- (2) Based on the assumption that perpetual securities in issue and non-controlling interests from LLJP is accounted for under the NAV.

7.3 Pro Forma Capitalisation

FOR ILLUSTRATIVE PURPOSES ONLY: The following table sets out the *pro forma* capitalisation of LREIT as at 30 June 2020 and 31 December 2020, as if LREIT had completed the proposed Acquisition on those dates:

Pro Forma effects of the proposed Acquisition as at 30 June 2020	Effects of the Acquisition ⁽¹⁾	
	Before the Acquisition ⁽¹⁾	After the Acquisition ⁽¹⁾
Total borrowings (S\$ million)	529.0	670.3
Unitholders' funds (S\$ million) ⁽²⁾	992.3	995.6
Total Capitalisation (S\$ million) ⁽³⁾	1,537.6	2,025.7
Gearing (%) ⁽⁴⁾	35.1	33.8

Notes:

- (1) Based on the assumption that 19.8% of the ARIF3 Share Capital is acquired. Note that if 5.0% of the ARIF3 Share Capital is acquired, then the *pro forma* financial effects will instead be: Total borrowings of S\$617.1 million, Unitholders' funds of S\$994.3 million, Total Capitalisation of S\$1,971.2 million and Gearing of 32.0%.
- (2) Excludes NAV attributable to perpetual security holders and other non-controlling interests.
- (3) Computed as the sum of gross borrowings, perpetual securities, Unitholders' funds and non-controlling interests.
- (4) Computed as gross borrowings over total assets.

Pro Forma effects of the proposed Acquisition as at 31 December 2020	Effects of the Acquisition ⁽¹⁾	
	Before the Acquisition ⁽¹⁾	After the Acquisition ⁽¹⁾
Total borrowings (S\$ million)	545.8	687.1
Unitholders' funds (S\$ million) ⁽²⁾	995.0	998.4
Total Capitalisation (S\$ million) ⁽³⁾	1,554.5	2,042.6
Gearing (%) ⁽⁴⁾	35.5	34.1

Notes:

- (1) Based on the assumption that 19.8% of the ARIF3 Share Capital is acquired. Note that if 5.0% of the ARIF3 Share Capital is acquired, then the *pro forma* financial effects will instead be: Total borrowings of S\$633.9 million, Unitholders' funds of S\$997.0 million, Total Capitalisation of S\$1,988.1 million and Gearing of 32.4%.
- (2) Excludes NAV attributable to perpetual security holders and other non-controlling interests.
- (3) Computed as the sum of gross borrowings, perpetual securities, Unitholders' funds and non-controlling interests.
- (4) Computed as gross borrowings over total assets.

8. Other Information

8.1 Interests of Directors and Substantial Unitholders

As at the date of this announcement, the interests of the Directors in the Acquisition are as follows:

- (i) Ms Ng Hsueh Ling, the Chairman and Non-Independent Non-Executive Director of the Manager, is also Managing Director, Singapore and Chief Investment Officer, Asia, and a director of ARIF3, LLIM, Lendlease Retail Pte. Ltd. and Lendlease Singapore Pte. Ltd.; and
- (i) Mr Anthony Peter Lombardo, a Non-Independent Non-Executive Director of the Manager, is also the Group Chief Executive Officer of the Sponsor.

Based on the Register of Directors' unitholdings in LREIT ("**Unitholding**") maintained by the Manager, the direct and deemed interests of the Directors in the Units as at the date of this announcement are as follows:

Name of Director	Direct Interest		Deemed Interest		Total no. of Units held	% ⁽¹⁾
	No. of Units held	% ⁽¹⁾	No. of Units held	% ⁽¹⁾		
Ms Ng Hsueh Ling	1,945,000	0.16	-	-	1,945,000	0.16
Mr Anthony Peter Lombardo	2,000,000	0.17	-	-	2,000,000	0.17
Dr Tsui Kai Chong	500,000	0.04	-	-	500,000	0.04
Mr Simon John Perrott	-	-	-	-	-	-
Mrs Lee Ai Ming	500,000	0.04	-	-	500,000	0.04

Note:

- (1) The percentage is based on 1,180,996,040 Units in issue as at the date of this announcement. Any discrepancies are due to rounding. For the purpose of disclosures of the percentage interests of the directors, percentages are rounded to two decimal places.

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Based on the Register of Substantial Unitholders' Unitholdings maintained by the Manager, the Substantial Unitholders and their interests in the Units as at the date of this announcement are as follows:

Name of Substantial Unitholders ⁽¹⁾	Direct Interest		Deemed Interest		Total No. of Units held	% ⁽²⁾
	No. of Units	% ⁽²⁾	No. of Units	% ⁽²⁾		
Lendlease SREIT Pty Limited (as trustee of Lendlease SREIT Sub Trust)	284,041,000	24.05	-	-	284,041,000	24.05
Lendlease LLT Holdings Pty Limited (as trustee of Lendlease LLT Holdings Sub Trust) ⁽³⁾	-	-	284,041,000	24.05	284,041,000	24.05
Lendlease Responsible Entity Limited (as trustee of Lendlease Trust) ⁽⁴⁾	-	-	284,041,000	24.05	284,041,000	24.05
Lendlease Corporation Limited ⁽⁵⁾	-	-	305,639,040	25.88	305,639,040	25.88

Notes:

- (1) "Substantial Unitholder" means a person with an interest in Units constituting not less than 5.0% of the total number of Units in issue.
- (2) The percentage is based on 1,180,996,040 Units in issue as at the date of this announcement. Any discrepancies are due to rounding. For the purpose of disclosures of the percentage interests of the Substantial Unitholders, percentages are rounded to two decimal places.
- (3) Lendlease LLT Holdings Pty Limited (as trustee of Lendlease LLT Holdings Sub Trust) holds all of the units of Lendlease SREIT Sub Trust ("LLT Sub-Trust"). Lendlease LLT Holdings Sub Trust is therefore deemed interested in LLT Sub-Trust's direct interest in 284,041,000 Units.
- (4) Lendlease Responsible Entity Limited (as trustee of Lendlease Trust) ("LLT") holds all of the units of Lendlease LLT Holdings Sub Trust. LLT is therefore deemed interested in Lendlease LLT Holdings Sub Trust's deemed interest in 284,041,000 Units.

- (5) Lendlease Responsible Entity Limited is a wholly-owned subsidiary of the Sponsor. The Sponsor is therefore deemed interested in LLT's deemed interest in 284,041,000 Units. The Sponsor is also deemed interested in 12,418,609 Units which are held directly by its indirect wholly-owned subsidiary, Lendlease GCR Investment Holding Pte. Ltd., and 9,719,431 Units which are held directly by the Manager, which is also an indirect wholly-owned subsidiary of the Sponsor.

Save as otherwise disclosed in this announcement and based on information available to the Manager as at the date of this announcement, none of the Directors or the Substantial Unitholders has an interest, direct or indirect, in the proposed Acquisition.

8.2 Directors' Service Contracts

No person is proposed to be appointed as a Director in connection with the proposed Acquisition or any other transactions contemplated in relation to the proposed Acquisition.

8.3 Relative Figures computed on the Bases set out in Rule 1006 of the Listing Manual

Chapter 10 of the Listing Manual governs the acquisition or divestment of assets, including options to acquire or dispose of assets, by LREIT. Such transactions are classified into the following categories:

- (i) non-discloseable transactions;
- (ii) discloseable transactions;
- (iii) major transactions; and
- (iv) very substantial acquisitions or reverse takeovers.

A transaction by LREIT may fall into any of the categories set out above depending on the size of the relative figures computed on the following bases of comparison:

- (a) the NAV of the assets to be disposed of, compared with LREIT's NAV pursuant to Rule 1006(a) of the Listing Manual;
- (b) the net profits attributable to the assets to be acquired or disposed of, compared with LREIT's net profits pursuant to Rule 1006(b) of the Listing Manual; and
- (c) the aggregate value of the consideration given or received, compared with LREIT's market capitalisation based on the total number of issued Units excluding treasury Units pursuant to Rule 1006(c) of the Listing Manual.

Rule 1006(d) of the Listing Manual is not applicable to the proposed Acquisition as LREIT will not be issuing any Units as consideration for the proposed Acquisition.

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8.3.1 The Proposed Acquisition

The relative figures computed on the bases set out in Rules 1006(b) and 1006(c) of the Listing Manual in respect of the proposed Acquisition are as follows:

	Proposed Acquisition⁽¹⁾ (S\$ million)	LREIT (S\$ million)	Relative figure (%)
<u>Rule 1006(a)</u> NAV of the assets to be disposed of	N.A.		
<u>Rule 1006(b)</u> Net profits attributable to the assets to be acquired or disposed of, compared with LREIT's net profits	7.1 ⁽²⁾	15.8 ⁽²⁾	45
<u>Rule 1006(c)</u> Aggregate value of the consideration given or received, compared with LREIT's market capitalisation based on the total number of issued Units	337.3 ⁽³⁾	909.2 ⁽⁴⁾	37
<u>Rule 1006(d)</u> The number of equity securities issued by the issuer as consideration for an acquisition, compared with the number of equity securities previously in issue	N.A.		

Notes:

- (1) Based on the assumption that 19.8% of the ARIF3 Share Capital is acquired. Note that if 5.0% of the ARIF3 Share Capital is acquired, then the figures will instead be: (a) Net profits attributable to the assets to be acquired of S\$3.8 million; and relative figure for Rule 1006(b) of 24% and (b) Aggregate value of the consideration given of S\$204.1 million; and relative figure for Rule 1006(c) of 22%.
- (2) Based on the profit before tax and change in fair value in respect of FY2020.

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- (3) Subject to relevant post-completion adjustments, and based on the assumption that the purchase consideration payable to the Third Party ARIF3 Vendors will not be more than the NAV per share of ARIF3.
- (4) Based on the weighted average price of the Units transacted on the SGX-ST on 4 June 2021, being the market day preceding the date of signing of the LLJP UBS Aviva SPA, LLJP SMBC SPA and ARIF3 LLI SPA of S\$0.7699 per Unit.

Where any of the relative figures computed on the bases set out above exceeds 20.0%, the transaction is classified as a major transaction under Rule 1014 of the Listing Manual which would be subject to the approval of Unitholders, unless such transaction is in the ordinary course of LREIT's business.

The Manager is of the view that the proposed Acquisition is in the ordinary course of LREIT's business as the proposed Acquisition is within the investment mandate of LREIT and the Property is of the same class as LREIT's existing properties and within the same geographical market that LREIT targets. As such, the proposed Acquisition is not subject to Chapter 10 of the Listing Manual.

However, as the Manager is regarding the proposed Acquisition as an "interested person transaction" under Chapter 9 of the Listing Manual, as well as an "interested party transaction" under the Property Funds Appendix, the proposed Acquisition will still be subject to the specific approval of Unitholders.

8.4 Opinion of the Independent Financial Adviser

The Audit and Risk Committee of the Manager will obtain an opinion from Deloitte & Touche Corporate Finance Pte Ltd (the "IFA"), which has been appointed as the independent financial adviser, on the Acquisition before forming its own view.

The opinion of the IFA as to whether the Acquisition is on normal commercial terms and is not prejudicial to the interests of LREIT and its minority Unitholders will be disclosed in the Circular.

9. Documents for Inspection

Copies of the following documents are available for inspection²¹ during normal business hours at the registered office of the Manager located at 2 Tanjong Katong Road, #05-01 PLQ 3, Paya Lebar Quarter, Singapore 437161, from the date of this announcement up to and including the date falling three months after the date of this announcement:

- (a) the LLJP UBS Aviva SPA;
- (b) the ARIF3 LLI SPA;

²¹ Prior appointment with the Manager (telephone number: +65 6671 7374) will be appreciated.

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- (c) the LLJP SMBC SPA;
- (d) the full valuation report issued by JLL in respect of the Property;
- (e) the full valuation report issued by CBRE in respect of the Property; and
- (f) the FY2020 Audited Financial Statements.

The Trust Deed will be available for inspection at the registered office of the Manager for so long as LREIT is in existence.

By Order of the Board
Kelvin Chow
Chief Executive Officer

Lendlease Global Commercial Trust Management Pte. Ltd.
(Registration Number: 201902535N)
(as manager of Lendlease Global Commercial REIT)

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IMPORTANT NOTICE

This Announcement may contain forward-looking statements that involve risks and uncertainties. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements as a result of a number of risks, uncertainties and assumptions. Representative examples of these factors include (without limitation) general industry and economic conditions, interest rate trends, cost of capital and capital availability, competition from similar developments, shifts in expected levels of property rental income, changes in operating expenses, (including employee wages, benefits and training costs), property expenses and governmental and public policy changes and the continued availability of financing in the amounts and the terms necessary to support future business.

Investors are cautioned not to place undue reliance on these forward-looking statements, which are based on the Manager's current view on future events.

The value of the Units and the income derived from them, if any, may fall or rise. The Units are not obligations of, deposits in, or guaranteed by, the Manager or RBC Investor Services Trust Singapore Limited, as trustee of LREIT. An investment in the Units is subject to investment risks, including the possible loss of the principal amount invested.

This Announcement is for information purposes only and does not constitute an offer for sale or an invitation or offer to acquire, purchase or subscribe for the Units in the United States. This Announcement is not for 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), Canada or Japan. The Units referred to herein have not been, and will not be, registered under the Securities Act, or the securities laws of any state of the United States or other jurisdiction, and the Units may not be offered or sold in the United States, absent registration or an exemption from, the registration requirements under the Securities Act and applicable state or local securities laws. No public offering of securities is being made in the United States.

Investors should note that they have no right to request the Manager to redeem their Units while the Units are listed. It is intended that the Unitholders may only deal in their Units through trading on SGX-ST. Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units. This Announcement is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for the Units. The past performance of LREIT and the Manager is not necessarily indicative of the future performance of LREIT and the Manager.